



ANNUAL REPORT 2018

BUILDING A GLOBAL ONE°15 NETWORK

CONTENTS

01	Corporate Profile
02	Message to Shareholders
06	Financial Highlights
07	Financial Review
10	Board of Directors
12	Key Executives
14	Corporate Social Responsibility
16	Corporate Information
17	Financial Contents





Headquartered in Singapore, SUTL Enterprise Limited (“**SUTL Enterprise**” or together with its subsidiaries, the “**Group**”) is a leading developer, operator and consultant of integrated marinas. It is currently the only marina business listed on the SGX.

The Group develops infrastructure for integrated marinas and also provides consultancy services for such projects. It operates its own marinas under its proprietary ONE°15 brand, as well as those of third parties under management contracts. In addition, the Group has a complementary yacht chartering business with a fleet of more than 40 luxury yachts, under its fully-owned subsidiary, ONE15 Luxury Yachting.

Besides the ONE°15 Marina Sentosa Cove in Singapore which it owns and operates, SUTL Enterprise has expanded its network overseas and currently runs the ONE°15 Marina Brooklyn in New York, USA, under a management contract. Its pipeline of soon-to-be completed marinas, which will bear its ONE°15 brand includes the Indonesia Navy Club managed by ONE°15 in Jakarta, Indonesia; ONE°15 Marina Guishan in Zhuhai and ONE°15 Marina Taihu Lake in Suzhou, China; ONE°15 Marina Nirup Island, Indonesia; ONE°15 Marina Logan Cove Zhongshan, China and, ONE°15 Marina Makham Bay in Phuket, Thailand. SUTL Enterprise and UEM Sunrise Berhad had incorporated a joint venture company to develop a public marina, a private marina and a superyacht marina in Puteri Harbour of Iskandar Puteri in Iskandar Malaysia, Johor, all to be branded ONE°15.

SUTL Enterprise’s vision is to be Asia’s leading premier integrated marina developer.

SUTL Group of Companies, which is a privately held lifestyle consumer goods and services conglomerate, holds a 54.81% stake in SUTL Enterprise.

Message to Shareholders



Dear Shareholders,

The year ended 31 December 2018 ("FY2018") was an eventful year for the Group with several new developments.

In February 2018, the Group announced that its wholly-owned subsidiary had entered into a conditional share sale and purchase agreement ("SPA") to acquire a majority stake in a Thai Company, which will be involved in developing and operating a proprietary yacht club in Makhm Bay, Phuket, Thailand. The parties are working towards having the conditions provided in the SPA fulfilled as soon as possible.

In August 2018, the Group secured its second management contract in Indonesia for an integrated marina at Nirup Island, which is located within close proximity of Singapore (8 nautical miles) and Batam. The 10-year contract was awarded by PT Tritunas Sinar Benua, an Indonesian company based in Batam. SUTL Enterprise will be consulting on the project, which is expected to be completed by 2021. Upon completion, the Group will manage the marina and its clubhouse under the name ONE°15 Marina Nirup Island, Indonesia.

This year ended on a particularly high note when just before Christmas, we received the wonderful news that we could proceed with membership sales for ONE°15 Marina Puteri Harbour. This was an important milestone for our Group as the approval from the Companies Commission of Malaysia, or Suruhanjaya Syarikat Malaysia, meant that we could begin selling memberships as the new marina is being constructed.

Since then, we have broken ground at the location in Puteri Harbour, Iskandar Puteri, Johor, Malaysia on 14 March 2019. The event was graced by His Majesty, Sultan Ibrahim Ibni Almarhum Sultan Iskandar, Sultan and Sovereign Ruler of State and Territory of Johor Darul Ta'zim, which attests to the importance of this project not only to the Group but also to the state of Johor.

Upon the completion of ONE°15 Marina Puteri Harbour Malaysia, ONE°15 will be the largest marina brand in Malaysia. The upcoming marina will comprise an integrated clubhouse and three marinas at

Message to Shareholders

Puteri Harbour, which will be located on 1.2 acres of land and accommodate up to 440 berths including 148 berths at the public marina serving boats up to 40m in length; 278 berths at the private marina for members of ONE°15 Marina Puteri Harbour Malaysia; and, a mega-yacht marina for 14 vessels with a fuel pontoon.

Together with our joint venture partner UEM Land Berhad (a wholly owned subsidiary of UEM Sunrise Berhad), we envisage that the marina will transform and ignite new interest in the Iskandar Puteri precinct and draw more visitors to the southern state of Johor by putting it on the map of the international yachting community. We are targeting to launch our sales gallery near the site of the marina to begin our membership drive in the second quarter of 2019 and we are very encouraged that we have received keen interest from both boaters and non-boaters.

Financial Review

In FY2018, the Group achieved total net attributable profit of S\$5.8 million on the back of S\$34.8 million in total income. Our bottomline was 14% lower year-on-year mainly because of higher overall expenses in relation to increased advertising, publication and



Message to Shareholders

event spending in relation to the hosting of the Singapore Yacht Show 2018 at the ONE°15 Marina Sentosa Cove; increased manpower expenses in preparation for the upcoming membership sales drive for the ONE°15 Marina Puteri Harbour, Malaysia; and, increased other expenses due to higher professional fees and business development costs in relation to new marina projects.

We believe the higher expenses were in line with the Group's efforts to raise its industry profile as well as to ramp up for future growth.

Most importantly, SUTL Enterprise is debt free and remains on strong financial footing to execute its future plans with cash and cash equivalents amounting to S\$45.4 million as at 31 December 2018.

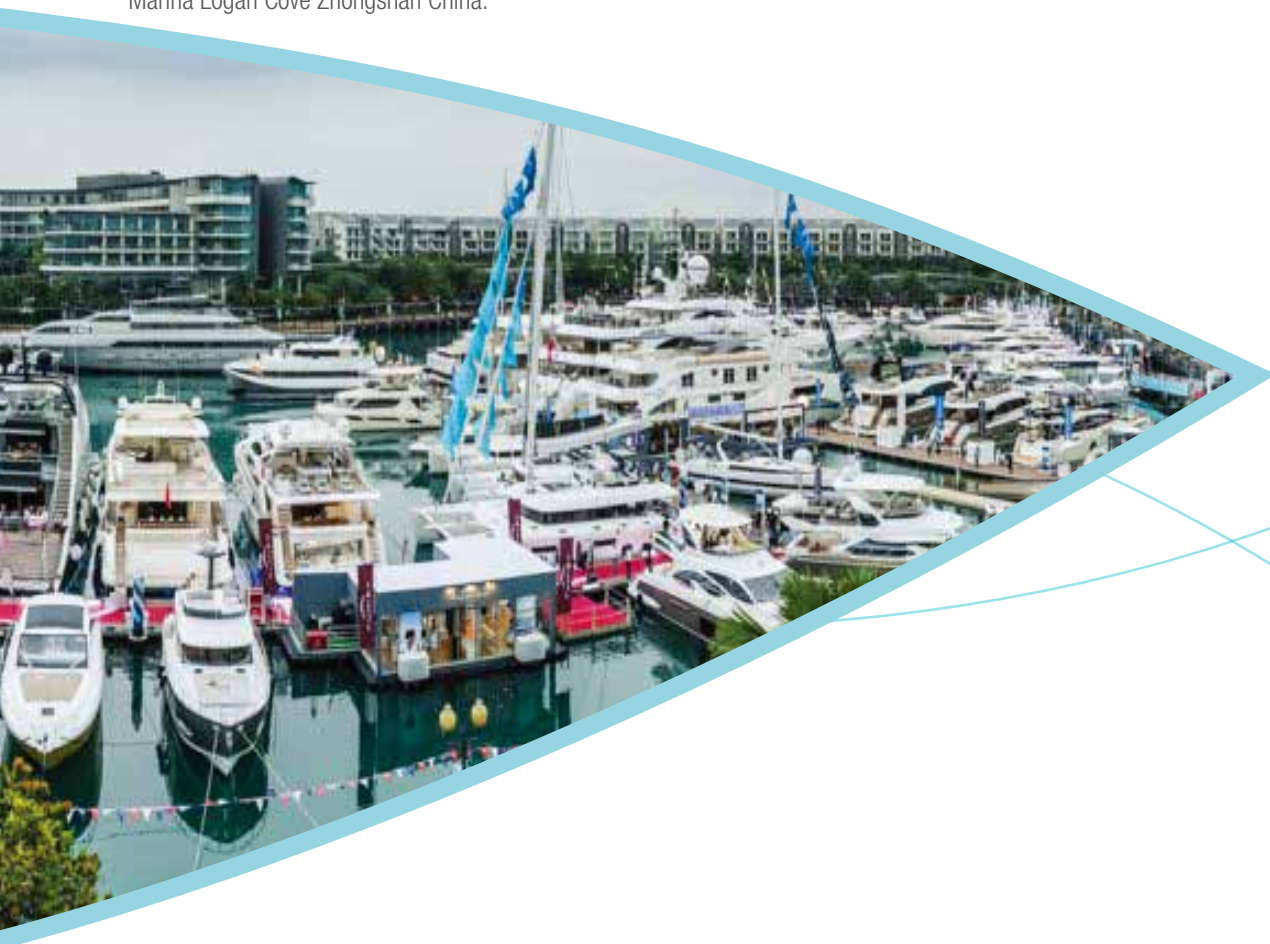
As a reflection of the Board and management's confidence in the Group's growth prospects, a dividend of 2.0 Singapore cents per ordinary share has been proposed for FY2018. This represents 30% of net attributable profit for the financial year. This will be subject to shareholders' approval at our upcoming Annual General Meeting.

Prospects and Strategy

Looking ahead, we are cautiously optimistic about the future of the Group given the quality of the marinas in our growing network. We have great aspiration and we are fiercely protective of our proprietary ONE°15 brand, which celebrates a life less ordinary!

The Group believes the region's rising affluence and increasing consumption of lifestyle products and services provide a favourable backdrop for the development of integrated marinas and offer ample opportunities for growth.

We are on track to build a global brand and network, one marina at a time. Besides the upcoming ONE°15 Marina Puteri Harbour Malaysia, and our flagship ONE°15 Marina Sentosa Cove Singapore, we also manage the ONE°15 Brooklyn in New York, USA, and the Indonesia Navy Club by ONE°15 in Jakarta, Indonesia. We have a robust pipeline that comprises ONE°15 Marina Taihu China, ONE°15 Marina Makham Bay Thailand, ONE°15 Marina Nirup Island Indonesia and ONE°15 Marina Logan Cove Zhongshan China.





Appreciation

We are expanding our operations gradually and we want to thank all stakeholders, including our shareholders and business partners for their patience and unwavering support over the years.

We would also like to thank the management and staff of SUTL Enterprise for their contributions to help the Group move closer to our corporate vision. In closing, we also want to express our appreciation to our fellow Directors on the Board for their guidance and counsel on the governance and strategic matters of the Group.

Lew Syn Pau

Non-Executive Chairman

Arthur Tay

Executive Director and Chief Executive Officer

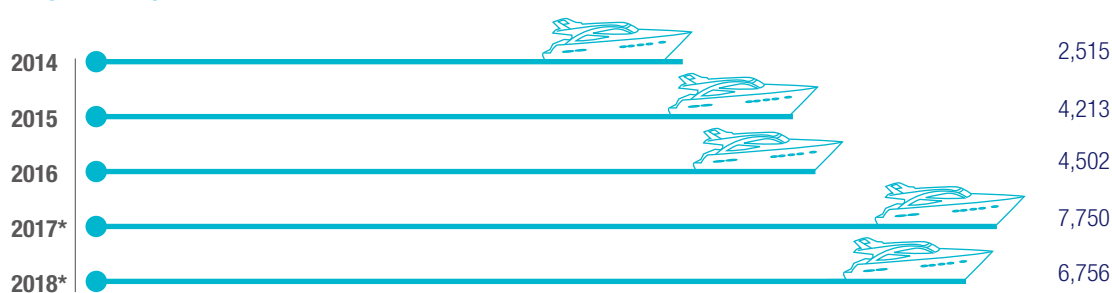
Financial Highlights



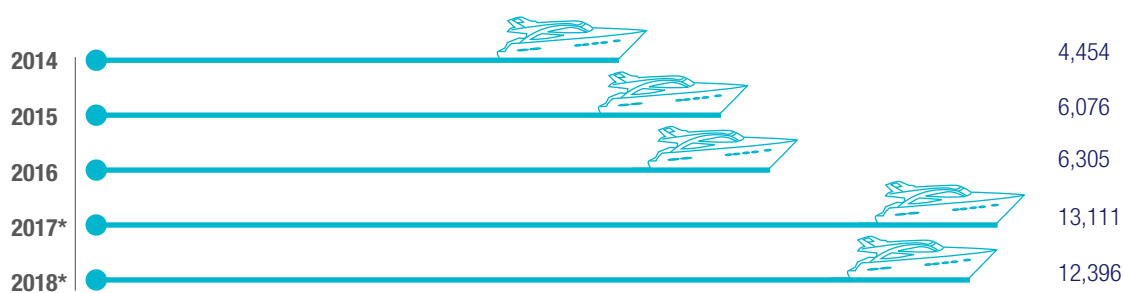
TOTAL INCOME (\$'000)



PROFIT BEFORE TAX (\$'000)



EBITDA (\$'000)



* Figures have taken into consideration the adoption of SFRS (I) 15 (Revenue from contracts with customers) & use of fair value on the date of transition as deemed cost under SFRS (I)1 (First time adoption of Singapore Financial Reporting Standards (International)).



Income Statement

In FY2018, SUTL Enterprise achieved an overall increase of 2% in total income to S\$34.8 million, which comprised sales of goods and services of S\$19.9 million, membership related fees and management fees of S\$13.1 million and other income of S\$1.8 million. Sales of goods and services rose 4% year-on-year (“YOY”) and other income also went up 53% YOY mainly due to foreign exchange gain, insurance claims, higher bad debt recovery from non-trade receivables and an increase in interest income. The increase in these two revenue segments was partially offset by a 4% YOY decline in membership related fees and management fees.

Total expenses in FY2018 was 7% higher YOY at S\$28.0 million mainly due to an increase in advertising, publication and event spending as well as an increase in other expenses due to higher professional fees and business development costs in relation to new marina projects. Salaries and employee benefits also went up due to higher headcount in preparation of the new marina projects that the company is developing.

As a result of the aforementioned, the Group’s profit attributable to owners of the company in FY2018 declined 14% to S\$5.8 million as compared to S\$6.8 million in FY2017.

Financial Position

As at 31 December 2018, the Group’s net assets attributable to the Company’s shareholders were S\$57.3 million, including cash and cash equivalents of S\$45.4 million. This compares favourably to net assets attributable to the Company’s shareholders of S\$53.3 million, including cash and cash equivalents of S\$45.1 million, as at 31 December 2017.

Total assets decreased 2% from S\$128.9 million as at 31 December 2017 to S\$126.1 million as at 31 December 2018. Over the same period, total liabilities declined 9% to S\$68.3 million mainly due to recognition of deferred membership income in FY2018.

Earnings per share (“EPS”) declined from 7.81 Singapore cents for the financial year ended 31 December 2017 to 6.71 Singapore cents for the financial year ended 31 December 2018. Net asset value (“NAVPS”) per share increased from 61.60 Singapore cents as at 31 December 2017 to 66.32 Singapore cents as at 31 December 2018. The calculation for both EPS and NAVPS was based on a weighted average number of approximately 86.5 million shares in issue during the respective periods. The Group ended the financial year 2018 with zero borrowings.

Cash Flow

The Group’s net cash generated from operations in FY2018 was S\$4.7 million as compared to S\$6.6 million in FY2017. This decrease was mainly due to higher expenses mentioned above.

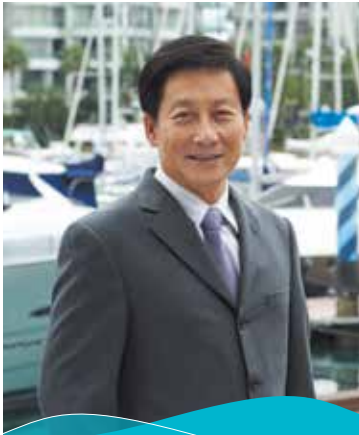
In FY2018, the Group incurred S\$2.7 million for investing activities. This was due to purchase of property, plant and equipment.



Our dream is to adorn a string of pearls along the beautiful coastlines of Asia, each pearl representing a ONE°15 branded marina, where the international boating community can get together and to explore the region.



Board of Directors



LEW SYN PAU
Non-Executive Chairman and
Independent Director

Mr Lew was appointed as Non-Executive Chairman in February 2009 and was last re-elected in April 2018. He has been an Independent Director of the Company since April 2000.

He also sits on the board of several other listed companies including Broadway Industrial Group Ltd., Food Empire Holdings Ltd., Golden-Agri Resources Ltd., Sinarmas Land Ltd and Golden Energy and Resources Ltd.

Mr Lew was previously the General Manager of NTUC Pasir Ris Resort, Managing Director of NTUC Comfort, Executive Director of NTUC Fairprice and Assistant Secretary General of the NTUC before becoming the General Manager and Senior Country Officer of Banque Indosuez (subsequently renamed Credit Agricole Indosuez). He also held positions as director in the bank's wholly owned subsidiaries involved with private equity, asset management and stock broking.

A Singapore Government scholar, Mr Lew began his career with the Singapore Civil Service. He holds a Master of Engineering from Cambridge University, UK, and a Master of Business Administration from Stanford University, USA. He was Member of Parliament from 1988 to 2001.



ARTHUR TAY TENG GUAN
Executive Director and CEO

Mr Tay is an Executive Director and CEO of the Company and is responsible for the overall management of the Group. He was first appointed as Non-Executive Director in January 2010 and was last re-elected in April 2016. He was made the CEO of the Company on 1 May 2010.

Mr Tay is also the Executive Chairman and CEO of the SUTL Group of Companies, a family-owned, professionally-managed lifestyle consumer goods and services enterprise, which has businesses globally. An active philanthropist and grassroots leader, Mr Tay currently serves as Patron for the West Coast Citizens' Consultative Committee.

He holds an MBA in Real Estate and Finance.

Board of Directors



PETER TAY TENG HOCK
Non-Executive Director

Mr Tay was appointed as Non-Executive Director of the Company in January 2010 and was last re-elected in April 2017.

Mr Tay is also a shareholder and Executive Director of SUTL Group of Companies. He has been with SUTL Group of Companies for more than 20 years and is responsible for building projects, building management and logistics and warehouse management.

Mr Tay was the Project Director for the development of ONE°15 Marina Sentosa Cove. He graduated from Heriot-Watt University, Edinburgh, UK with a Bachelor of Engineering.



CHAN KUM TAO
Non-Executive Director

Mr Chan was appointed as Non-Executive Director on 19 January 2010 and was last re-elected in April 2018.

Mr Chan is also the Chief Financial Officer of SUTL Group of Companies. Prior to that he was Chief Financial Officer of A&P Coordinator Pte Ltd, and has held positions as Financial Controller and Internal Auditor within the Alfa Laval Group.

He is a Fellow of the Association of Chartered Certified Accountants (UK), and a Fellow of the Institute of Singapore Chartered Accountants.



NG TECK SIM COLIN
Independent Director

Mr Ng was first appointed as an Independent Director of the company in June 2011 and was last re-elected in April 2017.

Mr Ng founded the law firm Colin Ng & Partners LLP in 1988. He is an advocate and solicitor of the Supreme Court of Singapore. He is a member of the Disciplinary Committee (and Listing Disciplinary Committee) of Singapore Exchange Limited.

Mr Ng graduated with a LLB (Hons) from the National University of Singapore in 1981. He also holds a Master of Business Administration (Accountancy) from Nanyang Technological University.

Key Executives



LONG JEK SUN, JACK
Group General Manager

Mr Long was appointed as our Group General Manager in December 2015. He is responsible for the business strategy and development as well as profitability of our Group. In addition to his responsibilities for SUTL Enterprise, Mr Long is concurrently the Group General Manager of SUTL Group of Companies, managing its Consumer Goods and Leisure divisions since September 2015.

Mr Long has more than 25 years of experience in general management and marketing in real estate and fast moving consumer goods in Singapore, China, Hong Kong, Taiwan and Vietnam with Far East Organization, Keppel Land, Kimberly Clark, F&N and Asia Pacific Breweries. He is a graduate of the National University of Singapore, School of Building & Estate Management.



TAY KUAN WEE ALEX
Group Business Development
Manager

Mr Tay was appointed as the Special Assistant to the CEO in February 2014 and redesignated as Group Business Development Manager in March 2016. He joined SUTL Group of Companies in 2011 after graduation and has held various positions within the company before he joined SUTL Enterprise.

Mr Tay looks after the Group's interests in the areas of business expansion, potential new markets segments as well as the day-to-day operations of the business development function. He is concurrently the Business Development Manager of SUTL Group of Companies.

Mr Tay graduated from the Royal Melbourne Institute of Technology, Australia with a Bachelor in Business Management, majoring in Finance and Accounting.



TAN CHOON KIAT JEFFERY
Group Financial Controller

Mr Tan was appointed as Group Financial Controller in August 2014. He is responsible for the overall financial management of the Group.

Mr Tan was a Senior Associate with KPMG LLP and had several years of experience as finance manager with SUTL Group of Companies.

Mr Tan graduated from the National University of Singapore and University of Melbourne (U21 Global) with a Bachelor in Business Administration and Master in Business Administration respectively. He is also a member of Institute of Singapore Chartered Accountants.

Key Executives



TEO JOO LENG
General Manager
ONE°15 Marina Sentosa Cove, Singapore

Mr Teo was appointed General Manager of ONE°15 Marina Sentosa Cove, Singapore in August 2016. He is responsible for the profitability and smooth operations of the Group's flagship marina. He also contributes to the Group's expanding marina portfolio in Indonesia and Thailand.

Mr Teo has more than 15 years of senior level experience in operations, sales and marketing and general management in Malaysia, India and Singapore with Singapore Airlines Limited and Far East Hospitality.

Mr Teo graduated from the Nanyang Technological University with a Bachelor (2nd Upper Honours) in Communication Studies.



DARREN OH
General Manager
Group Business Development

Mr Oh was appointed as General Manager, Group Business Development in September 2018. He is responsible for growing the ONE°15 Marina brand and the ONE°15 Life yacht chartering business globally.

Mr Oh has over 20 years of experience in the service industry in both public and private sectors including DBS Bank, Singapore Tourism Board and Gardens by the Bay. His other professional experience included heading Singapore Tourism Board offices in Vietnam and Taiwan, and he was the founding member of the management team that developed and operated the award-winning Gardens by the Bay.

Mr Oh graduated with a Bachelor in Business (1st Class Honours) from Nanyang Technological University and Master of Management in Hospitality from Cornell University.

Corporate Social Responsibility



COMMITMENT TO THE COMMUNITY

In February 2018, during SUTL's 50th Anniversary Gala Dinner, we made a donation to the West Coast CCC Community Development and Welfare Fund to ease the financial burden of needy families.



The Group continued to support The National Kidney Foundation (NKF) and other charities in FY2018. In July 2018, we supported the Compassion Fund Charity at Warren Golf & Country Club to raise funds for vulnerable children from low-income families in crisis.

We were one of the Diamond Sponsors of the Methodist Girls' School Golf Tournament and Celebration Dinner in August 2018

at Singapore Island Country Club. Funds raised at the event went towards the MGS Sports Complex project.



COMMITMENT TO THE ENVIRONMENT

We are committed to minimising our impact on the environment by actively engaging in exemplary environmental practices.

In March 2018, our staff participated in a “Marina Eco Dive” to help clean up the marina litter and the surrounding environment, a prelude to our coral reef planting exercise.

As part of ONE°15 Marina Sentosa Cove Singapore’s 11th Anniversary in September 2018, the Group inked a Memorandum of Understanding (MOU) with Tropical Marine Science Institute (TMSI) of NUS to create a man-made coral garden on its premises. The ONE°15 Marina – SeaKeepers Asia Coral Garden seeks to safeguard local marine eco-systems and provide a natural habitat for existing sea life.

We have implemented several green initiatives to step up our environmental protection efforts.

In an effort to reduce single-use plastics, pasta straws were introduced, and plastic wares and bags are replaced with eco-friendly tableware and paper bags at ONE°15 Marina Sentosa Cove, Singapore food and beverage outlets.



Corporate Information



BOARD OF DIRECTORS

Lew Syn Pau

Non-Executive Chairman and Independent Director

Arthur Tay Teng Guan

Executive Director and Chief Executive Officer

Peter Tay Teng Hock

Non-Executive Director

Chan Kum Tao

Non-Executive Director

Colin Ng Teck Sim

Independent Director

REGISTERED OFFICE

100J Pasir Panjang Road
SUTL House, #05-00
Singapore 118525
T : (65) 6590 7100
F : (65) 6590 7101

COMPANY REGISTRATION NUMBER

199307251M

AUDIT COMMITTEE

Lew Syn Pau

Chairman

Colin Ng Teck Sim

Member

Chan Kum Tao

Member

NOMINATING COMMITTEE

Colin Ng Teck Sim

Chairman

Lew Syn Pau

Member

Arthur Tay Teng Guan

Member

REMUNERATION COMMITTEE

Lew Syn Pau

Chairman

Colin Ng Teck Sim

Member

Chan Kum Tao

Member

ISIN CODE

SG1163883082

COMPANY SECRETARY

Adrian Chan Pengee

Lee & Lee

SHARE REGISTRAR

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place, #32-01
Singapore Land Tower,
Singapore 048623

AUDITOR

Ng Boon Heng

Partner-in-charge (Since 2016)
Ernst & Young LLP
One Raffles Quay
North Tower, Level 18
Singapore 048583

SHARE LISTING

The Company's shares are listed on the Singapore Exchange Securities Trading Limited (SGX-ST) Main Board since 2000

PRINCIPAL BANKERS

Overseas - Chinese Banking Corporation Limited
DBS Bank Ltd
Malayan Bank Berhad
CIMB Bank Berhad
Australia and New Zealand Banking Group Limited
RHB Bank Berhad

GENERAL ENQUIRY/ INVESTOR RELATIONS

For further information about SUTL Enterprise Limited, please contact the Secretariat at the Registered Office
E : investors_relations@sutl.com
W : www.sutlenterprise.com

Financial Contents

18	Corporate Governance
34	Sustainability Reporting
35	Directors' Statement
39	Independent Auditor's Report
44	Consolidated Statement of Comprehensive Income
46	Balance Sheets
48	Statements of Changes in Equity
51	Consolidated Statement of Cash Flows
53	Notes to the Financial Statements
96	Statistics of Shareholdings
98	Notice of Annual General Meeting
	Proxy Form

Corporate Governance

The Board of Directors (“Board” or “Directors”) and the management of the Company (the “Management”) of SUTL Enterprise Limited (the “Company”) and its subsidiaries (collectively, the “Group”) recognise the importance of good corporate governance practices. In compliance with Rule 710 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), this report describes the Group’s corporate governance practices with references to the principles and guidelines of the Code of Corporate Governance 2012 (“Code”).

(A) BOARD MATTERS

The Board’s conduct of affairs

Principle 1: Every company should be headed by an effective Board to lead and control the company. The Board is collectively responsible for the long-term success of the company. The Board works with Management to achieve this objective and Management remains accountable to the Board.

The Board’s role includes:

- providing entrepreneurial leadership, setting strategic objectives, and ensuring that the necessary financial and human resources are in place for the Group to meet its objectives;
- establishing a framework of prudent and effective controls which enables risks to be assessed and managed, including safeguarding of shareholders’ interests and the Group’s assets;
- reviewing management performance;
- identifying the key stakeholder groups and recognizing that their perceptions affect the Group’s reputation;
- setting the Group’s values and standards (including ethical standards), and ensuring that obligations to shareholders and other stakeholders are understood and met; and
- considering sustainability issues, such as environmental and social factors, as part of its strategic formulation.

The Board is primarily responsible for setting corporate policy and overall strategy for the Group and has a direct responsibility for decision making in respect of the following:

- dealing with matters brought up by the Audit Committee, and in particular, the Group’s system of internal controls;
- reviewing the operational and financial performance of the Group, including but not limited to approving announcements for the quarterly and full year financial results;
- approving Annual Reports, addenda to Annual Reports and circulars;
- approving the appointments and remuneration of Directors; and
- reviewing corporate governance processes and practices within the Group.

In discharging these responsibilities, the Directors rely on, among other things, the Company’s officers and external advisers.

Matters which are reserved for the Board’s decision include the following:

- approving material acquisitions and disposal of assets (materiality thresholds applicable – any transaction outside the ordinary course of business amounting to 3% or more of the relative figures set out in Rule 1006 of the Listing Manual);

Corporate Governance

- share issuances (including stock options or other equity awards), dividends and other capital transactions and returns to shareholders;
- any Interested Person Transaction of a value equal to, or more than, 3% of the Group's latest audited net tangible assets;
- creating any fixed or floating charge, lien (other than a lien arising by operation of law) or other encumbrance over the whole or substantially the whole of the undertaking, property or assets of any company of the Group;
- the Group giving any guarantee or indemnity to secure the liabilities or obligations of any third party amounting to more than S\$2.0 million;
- the Group entering into any contract, arrangement, commitment or transaction of any nature whatsoever amounting to more than S\$2.0 million, that is not entered into in the ordinary and proper course of business on arm's length terms;
- capital expenses of the Group amounting to more than S\$2.0 million; and
- any matters involving a conflict or potential conflict of interest involving a substantial shareholder or a Director.

All Directors must objectively discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company.

The functions of the Board are either carried out by the Board or without the Board abdicating its responsibility, delegated to various committees established by the Board, namely, the Audit Committee ("AC"), the Nominating Committee ("NC") and the Remuneration Committee ("RC").

Each committee has the authority to examine issues relevant to their written terms of reference and to make recommendations to the Board for action. The decisions on major policies and matters lie with the Board.

The Board conducts regular scheduled meetings. Additional meetings are convened as and when circumstances warrant. Notwithstanding the attendance of these meetings, the Board is of the view that a Director's contribution may also extend beyond the confines of the formal environment of such meetings, through the sharing of views, advice, experience and strategic networking relationships which would further the interests of the Company.

The Constitution of the Company provides that Directors may meet together either in person or, *inter alia*, by conference telephone or any other form of audio or audio-visual communication by which all persons participating in the meeting are able to hear and be heard by all other participants.

The Company does not currently have a formal training programme for new or existing Directors. However, Directors are encouraged to attend relevant training courses conducted from time to time by external third parties, such as the Singapore Institute of Directors or the SGX-ST, to keep themselves abreast of developments affecting listed companies.

No new Directors were appointed during the financial year ended 31 December 2018 ("FY2018"). However, when a new director is appointed, in addition to any training prescribed by the SGX-ST, the Board will endeavour that all newly appointed Directors are given an orientation on the Group's business strategies, operations and organisation structure as well as the statutory and regulatory obligations of being a Director to ensure that they are aware of their responsibilities and obligations of being a Director.

To keep pace with regulatory changes, the Directors are briefed on such changes by the auditors and/or the Company's lawyers from time to time during Board meetings.

The attendance of the Directors at Board and Board committee meetings in 2018, as well as the number of such meetings, is disclosed in the table below.

Corporate Governance

Meetings	Main Board	Audit Committee	Nominating Committee	Remuneration Committee
No. of meetings held	4	4	1	1
Directors				
Lew Syn Pau (Independent)	4	4	1	1
Tay Teng Guan Arthur (Executive)	4	NA	1	NA
Tay Teng Hock (Non-Executive)	4	NA	NA	NA
Chan Kum Tao (Non-Executive)	4	4	NA	1
Ng Teck Sim Colin (Independent)	4	4	1	1

In addition to the formal Board meetings, the Board also organizes strategic meetings at least once annually for discussions with the Management on strategic issues.

Board Composition and Guidance

Principle 2: There should be a strong and independent element on the Board, which is able to exercise objective judgment on corporate affairs independently, in particular, from Management and 10% shareholders¹. No individual or small group of individuals should be allowed to dominate the Board's decision making.

During FY2018, the Board comprised five Directors, of which two were Independent Directors. The Independent Directors make up more than one-third of the Board.

Together, the Directors bring a wide range of business, legal and financial experiences relevant to the Group and provide an appropriate balance and diversity of skills and experience to the Board. They also provide core competencies such as accounting or finance, business or management experience and strategic planning experience.

The Board is of the view that the current size of the Board is adequate and appropriate after taking into account the size of the Group and the costs involved.

The NC reviews annually the performance of members of the Board. It also reviews the independence of a Director bearing in mind Rule 210(5)(d) of the Listing Manual of the SGX-ST and the Code's definition of an 'independent' Director and guidance as to relationships the existence of which would deem a Director not to be independent.

It should be noted that Mr Ng Teck Sim Colin is an Independent Director of the Company and a partner of a legal firm which may from time to time render professional legal services to the Group. Nevertheless, the NC (excluding Mr Ng in respect of the deliberation of his own independence) has considered Mr Ng to be independent as the billing is not substantial and he is capable of maintaining his objectivity and independence at all times in the carrying out of his duties and responsibilities as an Independent Director.

As Mr Lew Syn Pau has served on the Board for more than nine years, the NC (excluding Mr Lew in respect of the deliberation of this matter) has conducted a particularly rigorous review of his contributions to the Board to determine if he has maintained his independence. This review included an assessment by all the other members of the Board of Mr Lew's independence of judgement in view that Mr Lew has served on the Board for more than nine years and his independence should be subject to particularly rigorous review. The NC is satisfied with Mr Lew's performance and that Mr Lew has remained independent in his judgment and can continue to discharge his duties objectively. In its review, the NC noted that Mr Lew Syn Pau has been an Independent Director since April 2000 and has served on the Board for more than nine (9) years. The NC considered that there has been a change in the controlling shareholder

¹ The term "10% shareholder" shall refer to a person who has an interest or interests in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 10% of the total votes attached to all the voting shares in the Company. "Voting shares" exclude treasury shares.

in December 2009, when SUTL Global Pte. Ltd. acquired shares of the Company representing 23.36% of the total number of issued shares from Mr Henry Lim Yong Choon, who was then the controlling shareholder of the Company. Pursuant to a new Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST, which will come into effect on 1 January 2022, a director will not be independent if, *inter alia*, he has been a director for an aggregate period of more than 9 years and his continued appointment as an independent director has not been sought and approved in 2 separate resolutions by certain classes of shareholders.

The Board is satisfied as to the performance and continued independence of judgment of each of these Independent Directors.

During FY2018, the Independent Directors and the Non-Executive Directors constructively challenged and helped the Management develop proposals on business strategies for the Company and the Group. The Board also reviews the performance of the Management in achieving agreed goals and objectives for the Company and the Group, and monitors the reporting of performance.

During FY2018, to facilitate a more efficient check on the Management, the AC had meetings without the presence of the Management at least once annually.

Chairman and Chief Executive Officer

Principle 3: There should be a clear division of responsibilities between the leadership of the Board and the executives responsible for managing the company's business. No one individual should represent a considerable concentration of power.

Mr Lew Syn Pau is the Chairman (Non-Executive) and Mr Tay Teng Guan Arthur is an Executive Director and the Chief Executive Officer ("CEO"). Mr Lew Syn Pau and Mr Tay Teng Guan Arthur are not immediate family members.

The Chairman provides leadership to the Board. He also reviews and approves the meeting agenda and seeks to ensure that adequate time is available for discussion of all agenda items, in particular strategic issues. The Chairman assumes the lead role in overseeing the corporate governance processes. The Chairman also seeks to ensure that Board members engage the Management in constructive debate on various matters including strategic issues, facilitates the effective contribution of non-executive directors in particular, ensures effective communication with shareholders and that the Directors receive complete, adequate and timely information before meetings.

The CEO is responsible for the day-to-day management of the affairs of the Group. He is accountable to the Board for the overall performance of the Group's business operations and strategic planning, and also executes the strategic plans set out by the Board and ensures that the Directors are kept updated and informed of the Group's business through management reports.

The Group's business is conducted by its employees, managers and corporate officers led by the CEO, with oversight from the Board. The Board works with the CEO to elect/appoint other officers who are charged with managing the businesses of the Group. The CEO has the responsibility of overseeing and directing the officers to ensure that the interests of the Company are served.

Board Membership and Performance

Principle 4: There should be a formal and transparent process for the appointment and re-appointment of directors to the Board.

Principle 5: There should be a formal annual assessment of the effectiveness of the Board as a whole and its board committees and the contribution by each director to the effectiveness of the Board.

The Board has authority to fill vacancies on the Board and to nominate candidates for election by the shareholders. The screening process is handled by the NC with direct input from the other Directors.

Corporate Governance

The NC currently comprises three members, namely:

Mr Ng Teck Sim Colin, Chairman of the NC	(Independent Director)
Mr Lew Syn Pau, Member of the NC	(Independent Director)
Mr Tay Teng Guan Arthur, Member of the NC	(Executive Director and CEO)

The NC's key duties and responsibilities, as set out in its written terms of reference, include the following:

- (a) determining annually, and as and when circumstances require, whether or not a Director is independent and providing its views to the Board in relation thereto for the Board's consideration;
- (b) reviewing the independence of any Director who has served on the Board for more than nine (9) years from the date of his first appointment and the reasons for considering him as independent;
- (c) where a Director or proposed Director has multiple board representations, deciding whether the Director is able to and has been adequately carrying out his duties as a Director, taking into consideration the Director's number of listed company board representations and other principal commitments;
- (d) where the appointment of an alternate Director to a Director is proposed, determining whether the alternate Director is familiar with the Company's affairs, is appropriately qualified and (in the case of an alternate Director to an Independent Director) whether the alternate Director would similarly qualify as an Independent Director, and providing its views to the Board in relation thereto for the Board's consideration;
- (e) making recommendations to the Board of Directors on relevant matters relating to:
 - (i) the review of board succession plans for Directors, in particular, the Chairman and for the CEO;
 - (ii) the development of a process for evaluation of the performance of the Board, its board committees and Directors;
 - (iii) the review of training and professional development programs for the Board; and
 - (iv) the appointment and re-appointment of Directors (including alternate Directors, if applicable);
- (f) proposing objective performance criteria and evaluating the performance of the Board of Directors as a whole which allows for comparison with industry peers and address how the Board has enhanced long-term shareholder value;
- (g) carrying out, at least annually, a formal assessment of the performance and effectiveness of the Board as a whole and its board committees and (if applicable) the contributions of individual Directors to the effectiveness of the Board of Directors, based on the process implemented by the Board;
- (h) providing its views and recommendations to the Board, including any appointment of new members, based on the results of the performance evaluation;
- (i) reporting to the Board its findings from time to time on matters arising and requiring the attention of the NC; and
- (j) undertaking such other reviews, projects, functions, duties and responsibilities as may be requested by the Board of Directors.

A brief description of the background of each Director is presented on pages 10 and 11 of this Annual Report.

The Directors submit themselves for re-nomination or re-election at regular intervals of at least once every 3 years and the Company's Constitution requires one-third of the Directors for the time being (other than the Managing Director), or, if their number is not 3 or a multiple of 3, then the number nearest one-third, to retire from office at each Annual General Meeting ("AGM") of the Company. Retiring Directors are selected on the basis of those who have been longest in office since their last election, failing which they shall be selected by agreement or by lot.

The search and nomination process for new Directors, if any, will be via contacts and recommendations. The NC also evaluates potential candidates and their suitability, and makes recommendations to the Board for approval.

Directors are allowed to hold directorships in companies outside the Group. The NC and the Board have determined that a Director should not have more than ten listed company board representations.

The NC assesses and makes recommendations to the Board as to whether the retiring Directors are suitable for re-election/re-appointment in consultation with the Chairman and CEO. The NC implements an assessment process that requires each Director to submit an assessment of the performance of the Board, its board committees and of individual Directors for the financial year under review.

Access to Information

Principle 6: In order to fulfill their responsibilities, directors should be provided with complete, adequate and timely information prior to board meetings and on an on-going basis so as to enable them to make informed decisions to discharge their duties and responsibilities.

Information and data relating to matters to be covered at a Board meeting are usually distributed to the Directors before the meeting for their deliberation. On an on-going basis, the Directors have full access to the Company's senior management and the corporate secretarial agent should they have any queries or require additional information on the affairs of the Company and the Group.

The corporate secretarial agent attends all Board Meetings. The appointment and removal of the company secretary is subject to the approval of the Board.

Currently, there is no formal procedure for the Directors to take independent and professional advice to discharge their duties. However, subject to prior approval of the Board, the Board and its committees may seek legal, financial or other expert advice from any source independent of Management in furtherance of their duties and in the event that circumstances warrant the same.

(B) REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 7: There should be a formal and transparent procedure for developing policy on executive remuneration and for fixing the remuneration packages of individual directors. No director should be involved in deciding his own remuneration.

Level and Mix of Remuneration

Principle 8: The level and structure of remuneration should be aligned with the long-term interest and risk policies of the company, and should be appropriate to attract, retain and motivate (a) the directors to provide good stewardship, and (b) key management personnel to successfully manage the company. However, companies should avoid paying more than is necessary for this purpose.

Principle 9: Every company should provide clear disclosure of its remuneration policies, level and mix of remuneration, and the procedure for setting remuneration, in the company's Annual Report. It should provide disclosure in relation to its remuneration policies to enable investors to understand the link between remuneration paid to directors and key management personnel, and performance.

Corporate Governance

The RC currently comprises three members, namely:

Mr Lew Syn Pau, Chairman of the RC	(Independent Director)
Mr Ng Teck Sim Colin, Member of the RC	(Independent Director)
Mr Chan Kum Tao, Member of the RC	(Non-Executive Director)

The RC's duties and responsibilities, as set out in its written terms of reference, include the following:

- (a) reviewing and recommending to the Board of Directors, a general framework of remuneration for the Directors and key management personnel;
- (b) reviewing and recommending annually to the Board, the specific remuneration packages for each Director as well as for the key management personnel, and in its review, to cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, options, share-based incentives and awards and benefits-in-kind;
- (c) reviewing annually the remuneration of employees who are immediate family members of a Director or CEO whose remuneration exceeds S\$50,000 during the year;
- (d) reviewing the Company's obligations arising in the event of termination of the Executive Directors and key management personnel's contracts of service;
- (e) ensuring that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants;
- (f) reviewing whether Executive Directors, Non-Executive and Independent Directors and key management personnel should be eligible for options, share incentives, awards and other benefits under the Schemes;
- (g) considering the advice from the AC, who has undertaken the duties of the Risk Management Committee ("RMC"), on risk weighting to be applied to performance objectives incorporated in executive remuneration;
- (h) reviewing working environments and succession planning for Management;
- (i) reviewing the terms of the employment arrangements with Management so as to develop consistent group-wide employment practices subject to regional differences;
- (j) reporting to the Board of Directors its findings from time to time on matters arising and requiring the attention of the Committee; and
- (k) undertaking such other reviews, projects, functions, duties and responsibilities as may be requested by the Board of Directors.

In setting remuneration packages, the RC takes into account the performance of the Group, as well as the performance of individual Directors and key management personnel, aligning their interests with those of shareholders, and linking rewards to corporate and individual performance. The RC also considers the remuneration packages and employment conditions within the industry and in comparable companies. No Director is involved in deciding his own remuneration.

Directors are paid Directors' fees, subject to approval at the Company's AGM. The RC recommends to the Board Directors' fees that are appropriate to the level of contribution, taking into account factors such as effort and time spent and responsibilities of Directors.

On 29 April 2011, the Company put in place a share option scheme approved by shareholders (the "Share Option Scheme 2011"). Under this scheme, the number of shares in respect of which options may be granted shall be determined at the discretion of the RC who shall take into account, inter alia, the rank, past performance, years of service and potential contribution of the employee. Details of the options granted under the Share Option Scheme 2011 are set out in the Directors' Statement on pages 36 to 37 of this Annual Report.

Corporate Governance

Currently, the Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Company. Generally, the Executive Director receives a basic salary and Directors' fees and bonus. For the key management personnel, the aggregate remuneration, including any bonus components, was not excessive. Further, as the Executive Director owes a fiduciary duty to the Company, the Company should be able to avail itself to remedies against the Executive Director in the event of a breach of such fiduciary duties.

The breakdown (in percentage terms) of the remuneration for FY2018, of Directors of the Company and the top key management personnel who are not also Directors of the Company, is set out as below:

Remuneration band & name of Directors	Base/fixed salary %	Variable or performance related income/ Bonus %	Fees ⁽¹⁾ %	Benefits And Allowances %	Other long term incentives %	Total
Above S\$250,000 Below S\$500,000						
Tay Teng Guan Arthur	76	6	15	–	3	100
Below S\$250,000						
Tay Teng Hock	–	–	100	–	–	100
Chan Kum Tao	–	–	100	–	–	100
Lew Syn Pau	–	–	100	–	–	100
Ng Teck Sim Colin	–	–	100	–	–	100

Note:

- Directors' fees in an aggregate amount are subject to approval by shareholders at the Company's forthcoming AGM.

Remuneration band & name of Top Key Management Personnel	Base/fixed salary %	Variable or performance related income/ bonus %	Fees %	Benefits and allowances %	Other long term incentives %	Total
Above S\$250,000 Below S\$500,000						
Teo Joo Leng	81	10	–	2	7	100
Below S\$250,000						
Tay Kuan Wee Alex	81	7	–	–	12	100
Long Jek Sun, Jack	87	7	–	2	4	100
Tan Choon Kiat	84	6	–	–	10	100
Rudy Karel Puyst Jens	90	9	–	1	–	100

The Board supports and is aware of the need for transparency. However, after deliberation, the Board has decided to disclose the remuneration of Directors, the CEO, and the top key management personnel in remuneration bands of S\$250,000 and by a percentage breakdown in terms of categories and components instead of the specific remuneration. The Board considered, *inter alia*, the competitive pressures, the sensitive nature of the matter and potential for poaching of staff.

Total remuneration paid to the above top key management personnel (who are not Directors or the CEO) of the Group for FY2018 was approximately S\$726,194.

Corporate Governance

Mr Tay Teng Guan Arthur, an Executive Director and the CEO, is a sibling of Mr Tay Teng Hock, a Non-Executive Director. Mr Tay Kuan Wee Alex was the Group Business Development Manager during FY2018, and is a son of Mr Tay Teng Hock, a Non-Executive Director, and a nephew of Mr Tay Teng Guan Arthur, Executive Director and CEO. The remuneration of Mr Tay Kuan Wee Alex for FY2018 was within the band of S\$100,000 to S\$150,000. Mr Tay Kuan Jin Alvin, Operation Manager at ONE15 Marina Sentosa Cove, is a son of Mr Tay Teng Hock, a Non-Executive Director, and a nephew of Mr Tay Teng Guan Arthur, Executive Director and CEO. The remuneration of Mr Tay Kuan Jin Alvin for FY2018 was within the band of S\$50,000 to S\$100,000. Other than the above, during the financial year, the Group did not employ any immediate family members of any Director or the CEO and whose remuneration exceeded S\$50,000 during the year.

(C) ACCOUNTABILITY AND AUDIT

Accountability

Principle 10: The Board should present a balanced and understandable assessment of the company's performance, position and prospects.

The Board is responsible for providing a balanced and understandable assessment of the Group's performance, position and prospects, including interim and other price sensitive reports and reports to regulators (if required). Further, the Company adopts a policy which welcomes Directors to request for further explanations, briefings or informal discussions on any aspects of the Group's operations or business from senior management. The Management reports the operational and financial performance of the Group to the Board by keeping the Board informed and updated with the provision of financial and management reports, on a quarterly basis and as the Board may require from time to time to enable the Board to make a balanced and informed assessment of the Group's prospects.

The Board, with the assistance of the professional advisors, ensures compliance with legislative and regulatory requirements.

Risk Management and Internal Controls

Principle 11: The Board is responsible for the governance of risk. The Board should ensure that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the company's assets, and should determine the nature and extent of the significant risks which the Board is willing to take in achieving its strategic objectives.

The responsibilities of the AC, in respect of risk management, as set out in its written terms of reference, include:

- (a) determining and recommending the nature and extent of significant risks in achieving the Board's strategic objectives;
- (b) determining the Company's levels of risk tolerance and risk policies, and overseeing Management in the design, implementation and monitoring of the Company's risk management and internal control systems;
- (c) advising on the Company's overall risk tolerance and strategy;
- (d) overseeing and advising on the current risk exposures and future risk strategy of the Company;
- (e) in relation to risk assessment:
 - (i) keeping under review the Company's overall risk assessment processes that inform the Board's decision making;
 - (ii) reviewing regularly and approving the parameters used in these measures and the methodology adopted; and
 - (iii) setting a process for the accurate and timely monitoring of large exposures and certain risk types of critical importance;

- (f) reviewing the Company's capability to identify and manage new risk types;
- (g) before a decision to proceed is taken by the Board, advising on proposed strategic transactions, focusing in particular on risk aspects and implications for the risk tolerance of the Company, and taking independent external advice where appropriate and available;
- (h) reviewing reports on any material breaches of risk limits and the adequacy of proposed action;
- (i) reviewing and reporting to the Board, at least annually, the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls (such review can be carried out internally or with the assistance of any competent third parties);
- (j) providing advice to the RC on risk weightings to be applied to performance objectives incorporated in executive remuneration;
- (k) monitoring the independence of risk management functions throughout the organisation;
- (l) reviewing promptly all relevant risk reports on the Company; and
- (m) reviewing and monitoring Management's responsiveness to the findings.

The above responsibilities were previously undertaken by the RMC, but the RMC was dissolved and its responsibilities were undertaken by the AC with effect from 24 February 2017.

The Management has in place a system of internal controls to safeguard shareholders' investments and the assets of the Group. It should be noted such systems are designed to manage rather than eliminate the risk of failure to achieve our business objectives. It should be further noted that no system of internal controls can provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision-making, human error, losses, fraud or other irregularities.

The Board of Directors and the AC have reviewed the adequacy and effectiveness of the Group's systems of internal controls (including financial, operational, compliance and information technology controls) and risk management systems. Following from the foregoing and based on work done by the internal and external auditors and reviews performed by the Management throughout FY2018, the Board, with the concurrence of the AC, is of the opinion that, for FY2018, the Group's internal controls (including financial, operational, compliance and information technology controls) and risk management systems are adequate and effective in providing reasonable assurance of the effectiveness of the Group in safeguarding its assets and shareholders' value under the current business environment.

Further, the Board has received assurance from the CEO and the Group Financial Controller that, for FY2018:

- (a) the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and finances; and
- (b) the Group's risk management and internal control systems were adequate and effective to address financial, operational, compliance and information technology risks that the Company considers relevant and material to its operations.

Audit Committee

Principle 12: The Board should establish an Audit Committee with written terms of reference which clearly set out its authority and duties.

The AC currently comprises three members, namely:

Mr Lew Syn Pau, Chairman of the AC	(Independent Director)
Mr Ng Teck Sim Colin, Member of the AC	(Independent Director)
Mr Chan Kum Tao, Member of the AC	(Non-Executive Director)

Corporate Governance

At least two members of the AC (including the Chairman of the AC) possess recent and relevant accounting or related financial management expertise or experience.

The AC is authorised by the Board to investigate matters within its terms of reference, has full access to and cooperation of the Management, and full discretion to invite any Director or executive officer to attend its meetings, and reasonable resources to enable it to discharge its function properly.

The responsibilities of the AC, as set out in its written terms of reference, include:

- (a) reviewing the scope and results of the external audit and its cost effectiveness;
- (b) reviewing the independence and objectivity of the external auditors annually. Where the auditors also supply a substantial volume of non-audit services to the Company, the AC shall keep under review the nature and extent of such services, seeking to maintain objectivity;
- (c) reviewing the significant financial reporting issues and judgments so as to ensure the integrity of the financial statements of the Company and any formal announcements relating to the Company's financial performance;
- (d) reviewing the interim and annual financial statements and financial announcements;
- (e) reviewing and reporting to the Board, at least annually, the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls (such review can be carried out internally or with the assistance of any competent third parties);
- (f) reviewing the results of the internal auditors' examination of the Group's system of internal accounting controls on the Group's system of internal controls;
- (g) monitoring the establishment, appointments, staffing, qualifications and experience of the Company's internal audit function, including approval of the appointment and compensation terms of the head of the internal audit function, review of whether the internal audit function is adequately resourced, is independent of the activities it audits, and has appropriate standing within the Company. The internal audit function can either be in-house, outsourced to a reputable accounting/auditing firm, or performed by a major shareholder, holding company, parent company or controlling enterprise with an internal audit staff;
- (h) reviewing, at least annually, the adequacy and effectiveness of the Company's internal audit function;
- (i) meeting with the external auditors, and with the internal auditors, without the presence of the Company's management, at least annually;
- (j) making recommendations to the Board on the proposals to shareholders on the appointment, re-appointment and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor;
- (k) reviewing the policies and arrangements by which staff of the Company may, in confidence, raise concerns about any possible improprieties in matters of financial reporting or other matters and ensuring that arrangements are in place for the independent investigation of such matters and for appropriate follow up action;
- (l) reviewing any matters relating to suspected fraud or irregularity, or suspected infringement of any Singapore laws or regulations or rules of the SGX-ST or any other regulatory authority in Singapore, of which the AC is aware, which has or is likely to have a material impact on the Company's or Group's operating results and/or financial position, and the findings of any internal investigations, and management's response thereto; and
- (m) in addition to any requirements under the SGX-ST Listing Manual, reviewing, at least annually, any Interested Persons Transactions.

During FY2018, the AC held 4 meetings. The external auditors were in attendance at two of these meetings, and the internal auditor was in attendance at all of these four meetings.

The AC has reviewed all non-audit services to the Group by the external auditors, and is satisfied that the nature and extent of such services will not prejudice the independence and objectivity of the external auditors. The independence of the external auditors is reviewed by the AC annually. The Company confirms that it has complied with Rules 712 and 715 of the Listing Manual of the SGX-ST in relation to its auditing firms. The audit service and non-audit service fees paid or payable for FY2018 are stated in page 69 of this Annual Report.

The Group also has a “Whistle Blowing Policy” which provides an independent and confidential channel for employees to communicate concerns of wrongdoings, malpractices and illegal acts directly to the Chairman of the AC.

The external auditors provide regular updates and briefings to the AC on changes or amendments to accounting standards, which would enable the members of the AC to keep abreast of such changes and its corresponding impact on the financial statements, if any.

None of the members nor the Chairman of the AC are former partners or directors of the Group’s auditing firm.

Internal Audit

Principle 13: The company should establish an effective internal audit function that is adequately resourced and independent of the activities it audits.

To ensure that the Management maintains a good system of internal controls to safeguard the shareholders’ investments and the Group’s assets, the internal audit was conducted by the Company’s internal auditor who reported directly to the Chairman of the AC. The internal audit function is adequately resourced and has appropriate standing within the Company, and the internal auditor has the relevant qualifications and experience.

The internal auditor has access to the Group’s documents, records, properties and personnel, including access to the AC. To ensure the adequacy and effectiveness of the internal audit function, the AC reviews the scope of work of the internal auditor on an annual basis.

Non-compliance and internal control weaknesses noted during internal audits and the recommendations thereof are reported to the AC as part of the review of the Group’s internal control system.

The AC is satisfied that, for FY2018, the internal audit function of the Group is independent, effective and adequately resourced.

(D) SHAREHOLDERS RIGHTS AND RESPONSIBILITIES

Shareholder Rights

Principle 14: Companies should treat all shareholders fairly and equitably, and should recognise, protect and facilitate the exercise of shareholders’ rights, and continually review and update such governance arrangements.

Communication with Shareholders

Principle 15: Companies should actively engage their shareholders and put in place an investor relations policy to promote regular, effective and fair communication with shareholders.

Conduct of Shareholder Meetings

Principle 16: Companies should encourage greater shareholder participation at general meetings of shareholders, and allow shareholders the opportunity to communicate their views on various matters affecting the company.

Corporate Governance

All shareholders of the Company receive a copy of the Annual Report and notice of the Company's AGM. The notice is also advertised in the newspaper and made available via timely SGXNET announcements.

The Company is committed to providing timely and transparent disclosures to enable the investment community to make reasonable assessments about the Group's performance. From time to time, SGXNET announcements are made in relation to information pertaining to changes in the Group or its business which would be likely to materially affect the price or value of the Company's shares.

The Company also regularly conducts analyst briefings for persons who wish to seek a better understanding of the Group's business and operations. Key management personnel would be present at such briefings. This effort enables the Company to solicit feedback from the investment community on a range of strategic and topical issues which provide valuable insight to the Company. Presentation materials for such briefings are made available on SGXNET.

The AGM is the principal forum for dialogue with shareholders. The Company encourages active shareholder participation at its general meetings. The Board, the corporate secretarial agent, senior management and the Company's external auditors were present and available to address questions at the Company's AGM held on 26 April 2018. Shareholders have the opportunity to vote in person or by proxy, and would also be informed of the rules, including voting procedures that govern general meetings of shareholders.

Voting in absentia by mail, facsimile or email, is currently not permitted by the Company's Constitution, as this requires careful consideration of various factors, including the integrity of information and authentication of the identity of shareholders. All resolutions at the annual general meeting are put to the vote by way of poll and the detailed results of the voting for each of the resolutions are announced on the SGX-ST. The Board ensures that separate resolutions are proposed for approval on each distinct issue at general meetings. The corporate secretarial agent prepares minutes of general meetings that includes a summary of comments or queries made by shareholders during that meeting, and responses from the Board, which would be provided to shareholders upon their request made in accordance with the Companies Act.

The declaration of dividends, if any, is to be recommended by the Directors and subject to the approval of the shareholders by ordinary resolution. The Company's dividend policy is to distribute dividends based on the Company's performance, taking into consideration the resources needed for the Company's continuing and future operations and possible future plans. After considering the Company's dividend policy, the Board is of the view that it is in the Company's interest to distribute a dividend of 2 Singapore cents per share representing 29.8% of the Group's net attributable profit in FY2018.

Shareholders and investors may communicate with the Company and, as the case may be, submit any notices of interests, via the Company's investor relations email address of investors_relations@sutl.com.

(E) OTHER MATTERS

Interested Person Transactions

For FY2018, there were no Interested Person Transactions (excluding transactions less than S\$100,000) conducted under the shareholder's mandate pursuant to Rule 920, and there were no other Interested Person Transactions entered into (excluding transactions less than S\$100,000).

Material Contracts

Save as disclosed in this Annual Report, there were no material contracts entered into by the Company or its subsidiaries involving the interests of the CEO, Directors or controlling shareholders which were still subsisting as at 31 December 2018 or if not then subsisting, entered into since 31 December 2017.

Securities Transactions

The Group has adopted and implemented an internal policy governing securities transaction by its officers and employees. Under the internal policy, officers and other employees are reminded that (i) officers should not deal in the Company's securities on short term considerations and (ii) the Company and its officers should not deal in the Company's securities during the period commencing two weeks before the announcement of the Company's financial statements for each of the first three quarters of its financial year and one month before the announcement of the Company's full year financial statements.

(F) ADDITIONAL INFORMATION RELATING TO DIRECTORS WHO ARE PROPOSED TO BE RE-ELECTED TO THE BOARD

Mr Tay Teng Guan Arthur

Age	62
Country of Principal Residence	Singapore
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	<p>Sibling of Mr Tay Teng Hock, who is a Non-Executive Director of the Company.</p> <p>Uncle of Mr Tay Kuan Wee Alex, who was the Group Business Development Manager during FY2018, and is a son of Mr Tay Teng Hock. As at 1st January 2019, Mr Tay Kuan Wee Alex has been re-designated from Group Business Development Manager to Special Assistant to the CEO.</p> <p>Uncle of Mr Tay Kuan Jin Alvin, who is the Operation Manager at ONE^o15 Marina Sentosa Cove, and is a son of Mr Tay Teng Hock.</p>
Conflict of interest (including any competing business)	<p>No.</p> <p>Mr Tay Teng Guan Arthur is a shareholder of SUTL Global Pte. Ltd., and has interests in the SUTL group of companies, a diversified enterprise with businesses in consumer goods and leisure. The Company has obtained undertakings such that Mr Tay Teng Guan Arthur shall not be engaged in certain businesses. The details of such undertakings are set out on page 17 of the circular to shareholders issued by the Company dated 11 May 2015 in relation to, <i>inter alia</i>, the proposed acquisition by the Company of SUTL Marina Development Pte Ltd and ONE15 Luxury Yachting Pte Ltd (the "Circular").</p>
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1)	Submitted to the Company
<p>Any prior experience as a director of an issuer listed on the Exchange?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	<p>Yes. From 1988 to 2012, independent director of Sing Investments & Finance Limited.</p>

Corporate Governance

Mr Tay Teng Hock

Age	62
Country of Principal Residence	Singapore
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	<p>Sibling of Mr Tay Teng Guan Arthur who is an Executive Director and the CEO. Mr Tay Teng Guan Arthur is considered a controlling shareholder of the Company. Mr Tay Teng Guan Arthur holds approximately 50.62% in the total issued shares of SUTL Global Pte. Ltd.. SUTL Global Pte. Ltd. is a controlling shareholder of the Company as it is directly interested in an aggregate of 47,389,942 shares, representing approximately 54.81% of the total number of shares issued by the Company.</p> <p>Father of Mr Tay Kuan Wee Alex, who was the Group Business Development Manager during FY2018. As at 1st January 2019, Mr Tay Kuan Wee Alex has been re-designated from Group Business Development Manager to Special Assistant to the CEO.</p> <p>Father of Mr Tay Kuan Jin Alvin, who is the Operation Manager at ONE°15 Marina Sentosa Cove.</p>
Conflict of interest (including any competing business)	<p>No.</p> <p>Mr Tay Teng Hock is a shareholder of SUTL Global Pte. Ltd., and has interests in the SUTL group of companies, a diversified enterprise with businesses in consumer goods and leisure. The Company has obtained undertakings such that Mr Tay Teng Hock shall not be engaged in certain businesses. The details of such undertakings are set out on page 17 of the Circular.</p>
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1)	Submitted to the Company
<p>Any prior experience as a director of an issuer listed on the Exchange?</p> <p>If yes, please provide details of prior experience.</p> <p>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</p> <p>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</p>	Prior to appointment as Director of the Company, no.

Further information relating to the Directors who are proposed to be re-elected to the Board is also set out on pages 10 and 11 of the Annual Report.

The re-election of Mr Tay Teng Guan Arthur as the Executive Director and the CEO of the Company and re-election of Mr Tay Teng Hock as the Non-Executive Director were recommended by the NC and the Board has accepted the recommendations, after taking into consideration each of their qualifications, expertise and overall contributions to the Company from each of their initial appointment as a Director of the Company.

Corporate Governance

The shareholding interest of Mr Tay Teng Guan Arthur and Mr Tay Teng Hock in the Group is set out on page 35 of the Annual Report.

Mr Tay Teng Guan Arthur and Mr Tay Teng Hock have individually confirmed that on each of the questions as set out in paragraphs (a) to (k) of Appendix 7.4.1 of the Listing Manual of the SGX-ST, the answer is “no”.

Sustainability Reporting

SUTL Enterprise upholds high standards of responsible and sustainable business practices. We are committed to instilling sustainability in our corporate culture and improving the economic, environmental and social wellbeing of our stakeholders. We prudently balance economic viability with sustainability and social progress for future generations.

The Group prides itself in the safety of its integrated marinas, which are marinas fully equipped with various amenities such as food and beverage (“F&B”) options and hospitality services. As such, managing health and safety risks in the operations at our integrated marinas has always been our top priority. We regularly review our policies and practices, and strictly comply with industry regulations to ensure marina safety.

SUTL Enterprise is aware of the environmental concerns of our integrated marina business. We advocate sustainable development of marinas and endeavour to operate our marinas sustainably with minimal environmental footprint. We have implemented policies and practices to achieve our environmental targets.

The Group has assigned a Sustainability task force to oversee sustainability reporting, to monitor our sustainability performance and the implementation of our sustainability policies and measures.

Below is a summary table of the key topics that are relevant to the Group and our stakeholders.

Economic	Environmental	Social
Economic Performance	Energy Water Biodiversity Emissions Effluents and Waste	Occupational Health and Safety Training and Education Customer Health and Safety

More information on the Group’s sustainability targets and performance in FY2018 can be found in our FY2018 Sustainability Report which will be posted electronically on SGXNET and our corporate website in May 2019.

Directors' Statement

The directors are pleased to present their statement to the members together with the audited consolidated financial statements of SUTL Enterprise Limited (the "Company") and its subsidiaries (collectively, the "Group") and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2018.

Opinion of the directors

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2018 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors of the Company in office at the date of this statement are:

Lew Syn Pau
Tay Teng Guan Arthur
Tay Teng Hock
Chan Kum Tao
Ng Teck Sim Colin

Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

Directors' interests in shares and debentures

The following directors, who held office at the end of the financial year, had, according to the register of directors' shareholdings required to be kept under Section 164 of the Singapore Companies Act, Chapter 50, an interest in the shares of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
The Company				
<i>Ordinary shares</i>				
Tay Teng Guan Arthur	–	–	47,389,942	47,389,942
Lew Syn Pau	100,000	100,000	44,000	44,000

Directors' Statement

Directors' interests in shares and debentures (cont'd)

By virtue of his direct interest in SUTL Global Pte. Ltd, Mr Tay Teng Guan Arthur is deemed, under Section 7 of the Singapore Companies Act, Chapter 50, to have an interest in all the shares of the Company held by SUTL Global Pte. Ltd.

Mr Tay Teng Guan Arthur, who by virtue of his deemed interest of not less than 50% of the issued share capital of the Company, is deemed to have an interest in the whole of the share capital of the Company's wholly owned subsidiaries and in the shares held by the Company in the following subsidiaries that are not wholly owned by the Group:

	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
Sarandra Malaysia Sdn Bhd				
<i>Ordinary shares</i>	–	–	3,480,000	3,480,000
One15 Marina Development Bhd				
<i>Ordinary shares</i>	–	–	5,000,000	5,000,000

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2019.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares, share options, warrants or debentures of the Company, or of related corporations, either at the beginning of the financial year, or at the end of the financial year.

Share options

Share Option Scheme 2011 for the employees of the Group and directors of the Company ("SOS 2011") was approved by the members of the Company at an Extraordinary General Meeting held on 29 April 2011.

Pursuant to the SOS 2011, participants would be granted options to subscribe for ordinary shares of the Company, and the options granted will have an exercise period expiring at the end of five years (for Non-Executive Directors) and ten years (for the employees of the Group) from the date of the grant.

The exercise price is at:

- a price which is equivalent to the market price (as determined under the rules of the SOS 2011); or
- a price which is set at a discount to the market price (as determined under the rules of the SOS 2011), provided that the maximum discount shall not exceed 20% of the market price.

The options will be exercisable after the expiration of the first and second anniversaries of the date the options are granted.

Share options (cont'd)

The SOS 2011 is administered by the Remuneration Committee whose members are:

Lew Syn Pau	(Chairman)
Chan Kum Tao	(Member)
Ng Teck Sim Colin	(Member)

During the financial year ended 31 December 2018, there were no options granted to subscribe for unissued ordinary shares in the Company and there were no shares issued by virtue of the exercise of the options.

As at 31 December 2018, there were no outstanding options to subscribe for unissued ordinary shares in the Company (2017: Nil).

Details of the options to subscribe for ordinary shares of the Company granted to directors, controlling shareholders and their associates and employees of the Group pursuant to SOS 2011 are as follows:

Name of holders	Options granted during the financial year under review	Aggregate options granted since commencement of Scheme to end of financial year under review	Aggregate options exercised since commencement of Scheme to end of financial year under review	Aggregate options outstanding as at year end of financial year under review
SOS 2011				
Directors	–	–	–	–
Controlling shareholder and his associates	–	–	–	–
Employees	–	–	–	–

Aggregate options available to be granted since commencement of SOS 2011 to end of the financial year under review is 230,000 (2017: 230,000).

Since the commencement of the SOS 2011 till the end of the financial year:

- No options have been granted to the controlling shareholder of the Company and his associates;
- No holder has received 5% or more of the total options available under the SOS 2011;
- No options have been granted to directors of the Company and its subsidiaries;
- No options that entitle the holder to participate, by virtue of the options, in any share issue of any other corporation have been granted; and
- No options have been granted at a discount.

Directors' Statement

Audit Committee

The Audit Committee ("AC") carried out its functions in accordance with the Listing Manual and the Code of Corporate Governance. The functions performed and further details are set out in the Corporate Governance Report.

The AC has nominated Ernst & Young LLP for re-appointment as auditor of the Company at the forthcoming Annual General Meeting.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the board of directors:

Tay Teng Guan Arthur
Director

Tay Teng Hock
Director

Singapore
22 March 2019

Independent Auditor's Report

To the members of SUTL Enterprise Limited

Report on the audit of the financial statements

Opinion

We have audited the financial statements of SUTL Enterprise Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2018, the statements of changes in equity of the Group and the Company and the consolidated statement of comprehensive income and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2018 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Independent Auditor's Report

To the members of SUTL Enterprise Limited

Key audit matters (cont'd)

Impairment of trade receivables

As at 31 December 2018, the Group's gross trade receivables amounted to approximately \$3.4m. Allowance for doubtful trade receivables amounted to approximately \$0.9m.

The collectability of trade receivables is a key element of the Group's working capital management, which is managed on an ongoing basis by management. The Group applies the simplified approach and records lifetime expected credit losses on trade receivables. The Group has also identified two distinct debtor groups, corporate and individual, as they have different credit risk profiles. In applying expected credit loss model for these two distinct debtor group, the Group uses historical loss rate which was based on bad debts written off in the prior years for each aged bracket. The historical loss was also adjusted with forward-looking information which incorporated forecasted macroeconomic factors. The application of expected credit losses model required significant management judgement and estimation as such, we determined that this is a key audit matter.

As part of the audit, we obtained an understanding of the Group's processes and controls relating to the monitoring of trade receivables and management's consideration of the receivables' aging in determining historical loss rate. As determining the allowance for doubtful debts requires significant management judgement and estimation, we assessed management's estimates on the historical loss rate through analysis of historical ageing of receivables and assessment of significant overdue individual debtors. We also reviewed forward looking adjustments determined by management by comparing to market sources. We also checked the data inputs used and arithmetic accuracy of loss allowance computation. Our procedures also included requesting confirmations for selected debtors and reviewing for collectability by way of obtaining evidence of receipts from the debtors subsequent to the year end. We considered the adequacy of the Group's disclosures on the trade receivables and the related risks such as credit risk and liquidity risk in Notes 14 and 28 to the financial statements.

Carrying amount of leasehold land and building

As at 31 December 2018, the Group's leasehold land and building amounted to approximately \$70.1m which is approximately 56% of the Group's total assets. The leasehold land and building are measured at cost less accumulated depreciation.

On adoption of SFRS(I), the Group has elected to measure its leasehold land and building at the date of transition, 1 January 2017, at fair value and use that fair value as the deemed cost at that date. The entity had revalued its leasehold land and building and the difference between the fair value on 1 January 2017 and its previous carrying value were adjusted against retained earnings. The fair value is then treated as its deemed cost under the cost model. The management had engaged a third party independent valuer to perform the valuation of the leasehold land and building. The valuer had adopted the income approach, using cashflow projections to determine the fair value of the leasehold land and building. This includes key estimates and assumptions that are inherently judgmental. Therefore, we considered this is a key audit matter.

Independent Auditor's Report

To the members of SUTL Enterprise Limited

Key audit matters (cont'd)

Carrying amount of leasehold land and building (cont'd)

As part of the audit, we evaluated the qualifications and competence of the valuer and held discussions with the valuer to understand their valuation methodology, assumptions and inputs used, where appropriate. We tested the integrity of the inputs of the projected cash flows and evaluated the appropriateness of the discount rate used in the valuation by comparing them against historical rates and available industry data, taking into consideration comparability and market factors. Lastly, we considered the adequacy of Group's disclosures on the leasehold land and building in Note 10 to the financial statements.

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Independent Auditor's Report

To the members of SUTL Enterprise Limited

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

Independent Auditor's Report

To the members of SUTL Enterprise Limited

Auditor's responsibilities for the audit of the financial statements (cont'd)

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Ng Boon Heng.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
22 March 2019

Consolidated Statement of Comprehensive Income

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

	Note	2018 \$'000	2017 \$'000 (Restated)*
Sales of goods and services	4	19,881	19,144
Membership related fees and management fees	4	13,127	13,642
Other income	5	1,796	1,171
Total income		34,804	33,957
Items of expense			
Salaries and other employee benefits	6	(10,822)	(9,975)
Advertising, publication and event expenses		(1,162)	(933)
Depreciation of property, plant and equipment	10	(5,640)	(5,361)
Cost of sales		(4,420)	(4,459)
Repair, maintenance and cleaning expenses		(2,022)	(1,889)
Utilities		(722)	(707)
Property tax		(756)	(691)
Write-back of/(allowance) for doubtful receivables		34	(44)
Bank and credit card charges		(387)	(392)
Other operating expenses		(2,151)	(1,756)
Total expenses		(28,048)	(26,207)
Profit before taxation	7	6,756	7,750
Income tax expense	8	(1,145)	(1,051)
Profit for the year		5,611	6,699
Attributable to:			
Owners of the Company		5,802	6,750
Non-controlling interests		(191)	(51)
Profit for the year		5,611	6,699

Earnings per share attributable to owners of the Company (cents)			
Basic	9	6.71	7.81
Diluted	9	6.71	7.81

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Comprehensive Income

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

	Note	2018 \$'000	2017 \$'000 (Restated)*
Other comprehensive income:			
<i>Item that may be reclassified subsequently to profit or loss</i>			
Foreign currency translation, representing total other comprehensive income for the year, net of tax		9	30
Total comprehensive income for the year		5,620	6,729
Attributable to:			
Owners of the Company		5,807	6,768
Non-controlling interests		(187)	(39)
		5,620	6,729

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Balance Sheets

As at 31 December 2018

(Amounts expressed in Singapore dollars)

	Note	Group			Company		
		31.12.2018 \$'000	31.12.2017 \$'000 (Restated)*	1.1.2017 \$'000 (Restated)*	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
ASSETS							
Non-current assets							
Property, plant and equipment	10	76,598	79,488	80,299	–	–	–
Investments in subsidiaries	11	–	–	–	17,593	17,415	17,415
Deferred tax assets	12	–	–	321	–	–	–
		76,598	79,488	80,620	17,593	17,415	17,415
Current assets							
Inventories	13	148	180	192	–	–	–
Trade and other receivables	14	3,669	3,561	3,483	836	569	505
Prepayments		233	479	416	–	–	–
Amounts due from related companies	15	92	58	159	–	–	–
Amounts due from subsidiaries	16	–	–	–	7,974	1,800	249
Cash and cash equivalents	17	45,405	45,132	41,269	34,355	36,769	36,974
		49,547	49,410	45,519	43,165	39,138	37,728
Total assets		126,145	128,898	126,139	60,758	56,553	55,143
EQUITY AND LIABILITIES							
Current liabilities							
Trade and other payables	18	6,468	6,761	5,918	354	389	381
Amounts due to related companies	15	8	32	–	–	–	–
Loan from a subsidiary	19	–	–	–	2,501	3,500	6,000
Deferred membership income	20	3,802	3,914	4,087	–	–	–
Income tax payable		670	722	809	21	36	17
		10,948	11,429	10,814	2,876	3,925	6,398
Net current assets		38,599	37,981	34,705	40,289	35,213	31,330

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Balance Sheets

As at 31 December 2018

(Amounts expressed in Singapore dollars)

	Note	Group			Company		
		31.12.2018 \$'000	31.12.2017 \$'000 (Restated)*	1.1.2017 \$'000 (Restated)*	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
Non-current liabilities							
Deferred membership income	20	56,313	62,979	69,474	–	–	–
Deferred tax liabilities	12	1,019	516	–	–	–	–
		57,332	63,495	69,474	–	–	–
Total liabilities		68,280	74,924	80,288	2,876	3,925	6,398
Net assets		57,865	53,974	45,851	57,882	52,628	48,745
Equity attributable to owners of the Company							
Share capital	21	46,780	46,780	46,780	40,810	40,810	40,810
Retained earnings/ (accumulate losses)		10,538	6,465	(929)	17,072	11,818	7,935
Foreign currency translation reserve	22	23	18	–	–	–	–
		57,341	53,263	45,851	57,882	52,628	48,745
Non-controlling interests		524	711	–	–	–	–
Total equity		57,865	53,974	45,851	57,882	52,628	48,745
Total equity and liabilities		126,145	128,898	126,139	60,758	56,553	55,143

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

Group	Attributable to owners of the Company					Non-controlling interests \$'000
	Equity, total \$'000	Equity attributable to owners of the Company, total \$'000	Share capital (Note 21) \$'000	Retained earnings/ (accumulated losses) \$'000	Foreign currency translation reserve (Note 22) \$'000	
2018						
Balance as at 1 January 2018 (FRS Framework)	57,366	56,655	46,780	9,857	18	711
Cumulative effects of adopting SFRS (I) and SFRS (I)15	(3,392)	(3,392)	–	(3,392)	–	–
Balance at 1 January 2018 (SFRS(I) framework)	53,974	53,263	46,780	6,465	18	711
Profit for the year	5,611	5,802	–	5,802	–	(191)
<u>Other comprehensive income</u>						
Foreign currency translation	9	5	–	–	5	4
Total comprehensive income for the year	5,620	5,807	–	5,802	5	(187)
<u>Contributions by and distributions to owners</u>						
Dividends on ordinary shares (Note 26)	(1,729)	(1,729)	–	(1,729)	–	–
Total contributions by and distributions to owners	(1,729)	(1,729)	–	(1,729)	–	–
Balance as at 31 December 2018	57,865	57,341	46,780	10,538	23	524

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

Group	Attributable to owners of the Company					Non-controlling interests
	Equity, total	Equity attributable to owners of the Company, total	Share capital (Note 21)	Retained earnings/ (accumulated losses)	Foreign currency translation reserve (Note 22)	
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
2017						
Balance as at 1 January 2017 (FRS Framework)	54,222	54,222	46,780	7,442	–	–
Cumulative effects of adopting SFRS (I) and SFRS (I)15	(8,371)	(8,371)	–	(8,371)	–	–
Balance at 1 January 2017 (SFRS(I) framework)	45,851	45,851	46,780	(929)	–	–
Profit for the year (FRS Framework)	4,093	4,144	–	4,144	–	(51)
Effects of adopting SFRS (I) and SFRS (I) 15	2,606	2,606	–	2,606	–	–
Profit for the year (SFRS (I) framework)	6,699	6,750	–	6,750	–	(51)
<u>Other comprehensive income</u>						
Foreign currency translation	30	18	–	–	18	12
Total comprehensive income for the year	6,729	6,768	–	6,750	18	(39)
<u>Contributions by and distributions to owners</u>						
Dividends on ordinary shares (Note 26)	(1,729)	(1,729)	–	(1,729)	–	–
Total distributions to owners	(1,729)	(1,729)	–	(1,729)	–	–
<u>Changes in ownership interests in subsidiaries</u>						
Issuances of shares by a subsidiary company to non-controlling interests	750	–	–	–	–	750
Total changes in ownership interests in subsidiaries	750	–	–	–	–	750
Total transactions with owners in their capacity as owners	(979)	(1,729)	–	(1,729)	–	750
Effects of adopting SFRS (I)	2,373	2,373	–	2,373	–	–
Balance as at 31 December 2017	53,974	53,263	46,780	6,465	18	711

* Upon adoption of Singapore Financial Reporting Standards (International) (“SFRS (I)”) including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

	Equity, total \$'000	Share capital (Note 21) \$'000	Retained earnings \$'000
Company			
2018			
Balance as at 1 January 2018	52,628	40,810	11,818
Profit for the year, representing total comprehensive income for the year	6,983	–	6,983
Dividends on ordinary shares, representing total distributions to owner	(1,729)	–	(1,729)
Balance as at 31 December 2018	57,882	40,810	17,072
2017			
Balance as at 1 January 2017	48,745	40,810	7,935
Profit for the year, representing total comprehensive income for the year	5,612	–	5,612
Dividends on ordinary shares, representing total distributions to owner	(1,729)	–	(1,729)
Balance as at 31 December 2017	52,628	40,810	11,818

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

	2018	2017
	\$'000	\$'000
		(Restated)*
Operating activities		
Profit before taxation	6,756	7,750
Adjustments for:		
Depreciation of property, plant and equipment	5,640	5,361
Deferred membership income recognised	(6,777)	(6,667)
(Write-back of)/allowance for doubtful receivables, net	(34)	44
Loss on disposal of property, plant and equipment	12	17
Currency realignment	9	30
Total adjustments	(1,150)	(1,215)
Operating cash flows before changes in working capital	5,606	6,535
Changes in working capital:		
Decrease in inventories	32	12
Decrease/(increase) in trade, other receivables and prepayments	172	(185)
(Increase)/decrease in due from related companies	(34)	102
(Decrease)/increase in trade, other payables and other liabilities	(24)	33
(Decrease)/increase in due to related companies	(381)	844
Total changes in working capital	(235)	806
Cash flows generated from operations	5,371	7,341
Income tax paid	(695)	(788)
Net cash flows generated from operating activities	4,676	6,553
Investing activities		
Purchase of property, plant and equipment (Note A)	(2,674)	(1,711)
Net cash flows used in investing activities	(2,674)	(1,711)

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Cash Flows

For the financial year ended 31 December 2018

(Amounts expressed in Singapore dollars)

	2018 \$'000	2017 \$'000 (Restated)*
Financing activities		
Dividends paid on ordinary shares	(1,729)	(1,729)
Proceeds from issuance of share capital by a subsidiary company to non-controlling interests	–	750
Net cash flows used in financing activities	<u>(1,729)</u>	<u>(979)</u>
Net increase in cash and cash equivalents	273	3,863
Cash and cash equivalents as at 1 January (Note 17)	45,132	41,269
Cash and cash equivalents as at 31 December (Note 17)	<u>45,405</u>	<u>45,132</u>

Note A

	2018 \$'000	2017 \$'000
Purchase of property, plant and equipment:		
Aggregate cost of property, plant and equipment acquired (Note 10)	2,762	1,711
Adjustment: Other payables	(88)	–
Cash payments to acquire property, plant and equipment	<u>2,674</u>	<u>1,711</u>

* Upon adoption of Singapore Financial Reporting Standards (International) ("SFRS (I)") including SFRS (I) 15 Revenue from contracts with customers, the comparative figures were restated to conform with current year presentation (Note 2.2)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Notes to the Financial Statements

For the financial year ended 31 December 2018

1. Corporate information

SUTL Enterprise Limited (the “Company”) is a limited liability company incorporated and domiciled in Singapore and listed on the Singapore Exchange. The ultimate holding company is SUTL Global Pte. Ltd. which is incorporated in Singapore.

The registered office and principal place of business of the Company is located at 100J Pasir Panjang Road, #05-00, SUTL House, Singapore 118525.

The principal activities of the Company are those of investment holding and provision of management services. The principal activities of the subsidiaries are disclosed in Note 11 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

2. Summary of significant accounting policies

2.1 Basis of preparation

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”).

For all periods up to and including the year ended 31 December 2017, the Group prepared its financial statements in accordance with Financial Reporting Standards in Singapore (“FRS”). These financial statements for the year ended 31 December 2018 are the first financial statements that the Group has prepared in accordance with SFRS(I). Refer to Note 2.2 for information on how the Group adopted SFRS(I).

The financial statements have been prepared on the historical cost basis except as disclosed in the accounting policies below.

The financial statements are presented in Singapore Dollars (“SGD” or “\$”) and all values in the tables are rounded to the nearest thousand (\$’000), except when otherwise indicated.

2.2 First-time adoption of Singapore Financial Reporting Standards (International) (“SFRS(I)”)

These financial statements for the year ended 31 December 2018 are the first financial statements that the Group and the Company have prepared in accordance with SFRS(I). Accordingly, the Group and the Company have prepared financial statements that comply with SFRS(I) applicable as at 31 December 2018, together with the comparative period data for the year ended 31 December 2017, as described in the summary of significant accounting policies. On preparing the financial statements, the Group’s and the Company’s opening balance sheets were prepared as at 1 January 2017, the Group and the Company’s date of transition to SFRS(I).

The principal adjustments made by the Group on adoption of SFRS(I) and the adoption of the new standards that are effective on 1 January 2018 are disclosed below.

Exemptions applied on adoption of SFRS(I)

SFRS(I) allows first-time adopters exemptions from the retrospective application of certain requirements under SFRS(I). The Group has applied the following exemptions:

- (a) Fair value of leasehold land and building at the date of transition, 1 January 2017 is considered as deemed cost at that date. As a result, an amount of \$52,685,000 (net of tax) was adjusted against the opening retained earnings as at 1 January 2017.
- (b) The comparative information does not comply with SFRS(I) 9 *Financial Instruments* or SFRS(I) 7 *Financial Instruments: Disclosures* to the extent the disclosures relate to items within the scope of SFRS(I) 9.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.2 First-time adoption of Singapore Financial Reporting Standards (International) ("SFRS(I)") (cont'd)

New accounting standards effective on 1 January 2018

The accounting policies adopted are consistent with those previously applied under FRS except that in the current financial year, the Group has adopted all the SFRS(I) which are effective for annual financial periods beginning on or after 1 January 2018. Except for the impact arising from the exemptions applied as described above and the adoption of SFRS(I) 9 and SFRS(I) 15 described below, the adoption of these standards did not have any material effect on the financial performance or position of the Group and the Company.

SFRS(I) 9 Financial Instruments

On 1 January 2018, the Group adopted SFRS(I) 9 *Financial instruments*, which is effective for annual periods beginning on or after 1 January 2018.

The changes arising from the adoption of SFRS(I) 9 have been applied retrospectively. The Group has elected to apply the exemption in SFRS(I) 1 and has not restated comparative information in the year of initial application. The comparative information was prepared in accordance with the requirements of FRS 39.

Classification and measurement

SFRS(I) 9 requires debt instruments to be measured either at amortised cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVPL"). Classification of debt instruments depends on the entity's business model for managing the financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). An entity's business model is how an entity manages its financial assets in order to generate cash flows and create value for the entity either from collecting contractual cash flows, selling financial assets or both. If a debt instrument is held to collect contractual cash flows, it is measured at amortised cost if it also meets the SPPI requirement. Debt instruments that meet the SPPI requirement that are held both to collect the assets' contractual cash flows and to sell the assets are measured at FVOCI. Financial assets are measured at FVPL if they do not meet the criteria of FVOCI or amortised cost.

The assessment of the business model and whether the financial assets meet the SPPI requirements was made as of 1 January 2018, and then applied retrospectively to those financial assets that were not derecognised before 1 January 2018.

The Group's debt instruments have contractual cash flows that are solely payments of principal and interest. Debt instruments that were measured at amortised cost previously are held to collect contractual cash flows, and accordingly measured at amortised cost under SFRS(I) 9. There is no significant impact arising from measurement of these instruments under SFRS(I) 9.

Impairment

SFRS(I) 9 requires the Group to record expected credit losses on all of its financial assets measured at amortised cost or FVOCI and financial guarantees. The Group previously recorded impairment based on the incurred loss model when there is objective evidence that a financial asset is impaired.

At 1 January 2018, the directors reviewed and assessed the Group's existing financial assets for impairment using reasonable and supportable information that is available without undue cost or effort in accordance with requirement of SFRS(I) 9 and have concluded that no material financial impact exists and therefore, no adjustment to the opening retained earnings as at 1 January 2018 has been recognised.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.2 First-time adoption of Singapore Financial Reporting Standards (International) ("SFRS(I)") (cont'd)

SFRS(I) 15 Revenue from Contracts with Customers

The Group adopted SFRS(I) 15 which is effective for annual periods beginning on or after 1 January 2018.

The Group applied SFRS(I) 15 retrospectively and has elected to apply the exemption in SFRS(I) 1 to apply the following practical expedients in accordance with the transition provisions in SFRS(I) 15:

- For completed contracts, the Group has not restated contracts that begin and end within the same year or are completed contracts at 1 January 2017. Had the Group elected not to apply this practical expedient, the amount of revenue recorded for the prior year would have been lower; and
- For completed contracts that have variable consideration, the Group has used the transaction price at the date the contract was completed instead of estimating variable consideration amounts in the comparative year ended 31 December 2017. Had the Group elected not to apply this practical expedient, the amount of revenue recorded for the prior year would have been lower.

The Group is in a business of operating and maintaining a marina and its annexes. Under SFRS(I) 15, non-refundable upfront fee should be recognised as revenue when future goods and services are provided.

On the adoption of SFRS(I) 15, the Group recorded an adjustment of \$61,056,000 (net of tax) to reduce retained earnings, with a corresponding increase in deferred income as at 1 January 2017. In addition, the Group also recorded an increase in revenue of \$6,668,000 for the financial year ended 31 December 2017.

The following is the reconciliation of the impact arising from first-time adoption of SFRS(I) including application of the new accounting standards on 1 January 2017 to the balance sheet of the Group.

	Group			
	1 January 2017 (FRS) \$'000	SFRS(I) 15 adjustments \$'000	SFRS(I) 1 adjustments \$'000	1 January 2017 (SFRS(I)) \$'000
Balance sheet				
Property, plant and equipment	16,823	–	63,476	80,299
Deferred tax (liabilities)/assets	(1,393)	12,505	(10,791)	321
Deferred membership income - current	–	(4,087)	–	(4,087)
Deferred membership income - non-current	–	(69,474)	–	(69,474)
(Retained earnings)/accumulated losses	(7,442)	61,056	(52,685)	929

The following is the reconciliation of the impact arising from first-time adoption of SFRS(I) including application of the new accounting standards on 31 December 2017 to the balance sheet of the Group.

	Group			
	31 December 2017 (FRS) \$'000	SFRS(I) 15 adjustments \$'000	SFRS(I) 1 adjustments \$'000	31 December 2017 (SFRS(I)) \$'000
Balance sheet				
Property, plant and equipment	16,682	–	62,806	79,488
Deferred membership income - current	–	(3,914)	–	(3,914)
Deferred membership income - non-current	–	(62,979)	–	(62,979)
Deferred tax liabilities	(1,211)	11,372	(10,677)	(516)
(Retained earnings)/accumulated losses	(9,857)	55,521	(52,129)	(6,465)

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.2 First-time adoption of Singapore Financial Reporting Standards (International) ("SFRS(I)") (cont'd)

The following is the reconciliation of the impact arising from first-time adoption of SFRS(I) including application of the new accounting standards to the statement of comprehensive income for the year ended 31 December 2017.

Furthermore, certain comparative figures have been reclassified to conform to the current year's presentation and to better reflect the nature of transactions.

	2017 (FRS) \$'000	SFRS(I) 15 adjustments \$'000	SFRS(I) 1 adjustments \$'000	Other classifications \$'000	2017 (SFRS(I)) \$'000
Statement of comprehensive income					
Revenue					
Membership related fees and management fees	6,974	6,668	–	–	13,642
Item of expenses					
Salaries and other employee benefits	(10,503)	–	–	528	(9,975)
Depreciation of property, plant and equipment	(1,835)	–	(3,526)	–	(5,361)
Cost of sales	(3,617)	–	–	(842)	(4,459)
Repair, maintenance and cleaning expenses	(1,893)	–	–	4	(1,889)
Utilities	(1,015)	–	–	308	(707)
Income tax expense	(517)	(1,135)	599	2	(1,051)

2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to SFRS(I) 10 and SFRS(I) 1-28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	Date to be determined **
SFRS(I) 16 <i>Leases</i>	1 January 2019
SFRS(I) INT 23 <i>Uncertainty over Income Tax Treatments</i>	1 January 2019
Amendments to SFRS(I) 9 <i>Prepayment Features with Negative Compensation</i>	1 January 2019
Amendments to SFRS(I) 1-28 <i>Long-term Interests in Associates and Joint Ventures</i>	1 January 2019
Annual Improvements to SFRS(I)s 2015-2017 Cycle	1 January 2019

** The mandatory effective date of this Amendment had been revised from 1 January 2016 to a date to be determined by the ASC in December 2015 via Amendments to Effective Date of Amendment to SFRS(I) 10 and SFRS(I) 1-28

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.3 Standards issued but not yet effective (cont'd)

Except for SFRS(I) 16, the directors expect that the adoption of the other standards above will have no material impact on the financial statements in the period of initial application. The nature of the impending changes in accounting policy on adoption of SFRS(I) 16 is described below.

SFRS(I) 16 Leases

SFRS(I) 16 requires lessees to recognise most leases on balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments as well as the corresponding interest expense and depreciation charges. The standard includes two recognition exemption for lessees – leases of 'low value' assets and short-term leases. The new standard is effective for annual periods beginning on or after 1 January 2019.

The Group plans to adopt the new standard on the required effective date by applying SFRS(I) 16 retrospectively with the cumulative effect of initial application as an adjustment to the opening balance of retained earnings as at 1 January 2019.

The Group is currently in the process of analysing the transitional approaches and practical expedients to be elected on transition to SFRS(I) 16 and assessing the impact of adoption.

2.4 Basis of consolidation and business combinations

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at the end of the reporting period. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied to like transactions and events in similar circumstances.

All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Subsidiaries are consolidated from the date of acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Losses within a subsidiary are attributed to the non-controlling interest even if that results in a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- de-recognises the assets (including goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost;
- de-recognises the carrying amount of any non-controlling interest;
- de-recognises the cumulative translation differences recorded in equity;
- recognises the fair value of the consideration received;
- recognises the fair value of any investment retained;
- recognises any surplus or deficit in profit or loss; and
- re-classifies the Group's share of components previously recognised in other comprehensive income to the statement of comprehensive income or retained earnings, as appropriate.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.4 Basis of consolidation and business combinations (cont'd)

(b) Business combinations

Business combinations are accounted for by applying the acquisition method. Identifiable assets acquired and liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in the statement of comprehensive income.

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interest are measured at their acquisition date fair value, unless another measurement basis is required by another FRS.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in the statement of comprehensive income on the acquisition date.

2.5 Transactions with non-controlling interest

Non-controlling interest represent the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company.

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. In such circumstances, the carrying amounts of the controlling and non-controlling interest are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interest is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.6 Foreign currency

The financial statements are presented in Singapore dollars (“SGD”), which is also the Company’s functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

(a) Transactions and balances

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the end of the reporting period. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group’s net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to the statement of comprehensive income of the Group on disposal of the foreign operation.

(b) Consolidated financial statements

For consolidation purpose, the assets and liabilities of foreign operations are translated into SGD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the exchange rates prevailing at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in the statement of comprehensive income.

In the case of a partial disposal without loss of control of a subsidiary that includes a foreign operation, the proportionate share of the cumulative amount of the exchange differences is re-attributed to non-controlling interest and is not recognised in profit or loss. For partial disposals of associates or jointly controlled entities that are foreign operations, the proportionate share of the accumulated exchange differences is reclassified to the statement of comprehensive income.

2.7 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the property, plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of comprehensive income as incurred.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.7 *Property, plant and equipment (cont'd)*

Any revaluation surplus is recognised in other comprehensive income and accumulated in equity under the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in the statement of comprehensive income, in which case the increase is recognised in the statement of comprehensive income. A revaluation deficit is recognised in the statement of comprehensive income, except to the extent that it offsets an existing surplus on the same asset carried in the asset revaluation reserve.

Any accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. The revaluation surplus included in the asset revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Leasehold land	Remaining lease term
Leasehold building	Remaining lease term
Renovations	5 - 10 years
Furniture and fittings	3 - 7 years
Office and operating equipment	5 years
Motor vehicles	10 years
Pontoons and fixtures	3 - 10 years
Computers	3 - 10 years
Other equipments	5 - 7 years

Assets under construction included in the property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The useful lives and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in the statement of comprehensive income in the year the asset is de-recognised.

2.8 *Subsidiaries*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.9 Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Impairment losses of continuing operations are recognised in the statement of comprehensive income, except for assets that are previously revalued where the revaluation was taken to other comprehensive income. In this case, the impairment is also recognised in other comprehensive income up to the amount of any previous revaluation.

A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in the statement of comprehensive income.

2.10 Financial instruments

(a) Financial assets

Initial recognition and measurement

Financial assets are recognised when, and only when the entity becomes party to the contractual provisions of the instruments.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through the statement of comprehensive income are expensed in the statement of comprehensive income.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third party, if the trade receivables do not contain a significant financing component at initial recognition.

Subsequent measurement

Investments in debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset.

Amortised cost

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in the statement of comprehensive income when the assets are derecognised or impaired, and through amortisation process.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.10 *Financial instruments (cont'd)*

(a) *Financial assets (cont'd)*

De-recognition

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in the statement of comprehensive income.

(b) *Financial liabilities*

Initial recognition and measurement

Financial liabilities are recognised when, and only when, the Group becomes a party to the contractual provisions of the financial instrument. The Group determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in the statement of comprehensive income when the liabilities are derecognised, and through the amortisation process.

De-recognition

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in the statement of comprehensive income.

2.11 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at bank and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.12 *Impairment of financial assets*

The Group recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

2.13 *Inventories*

Inventories are stated at the lower of cost and net realisable value. Costs incurred in bringing the inventories to their present location and condition are accounted for on a first-in first-out basis.

Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.14 *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

2.15 *Government grants*

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to income, the government grant is recognised in the statement of comprehensive income on a systematic basis over the periods in which the entity recognises as expenses the related costs for which the grants are intended to compensate. They are deducted in reporting the related expenses.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.16 *Employee benefits*

(a) *Defined contribution plans*

The Group participates in the national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

(b) *Employee share option plans*

Employees of the Group may receive remuneration in the form of share options as consideration for services rendered.

The cost of these equity-settled share based payment with employees is measured by reference to the fair value of the options at the date on which the options are granted which takes into account market conditions and non-vesting conditions. This cost is recognised in the statement of comprehensive income, with a corresponding increase in the employee share option reserve, over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to the statement of comprehensive income for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense.

The employee share option reserve is transferred to retained earnings upon the forfeiture of the share option scheme.

(c) *Employee leave entitlement*

Employee entitlements to annual leave are recognised as a liability when they are accrued to the employees. The undiscounted liability for leave expected to be settled after the end of the reporting period is recognised for services rendered by employees up to the end of the reporting period.

2.17 *Revenue*

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

(a) *Sales of goods and services*

Sales of goods and services comprise all income and proceeds from sales resulting from the operations of the marina and all facilities therein and are recognised as and when goods and services are provided. Revenue arising from chartering of vessels is accounted for on a straight-line basis over the contracted charter periods.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.17 Revenue (cont'd)

(b) Membership related fees and management fees

Membership related fees comprise all income relating to the club membership.

Subscription fee

Subscription fee is recognised on a straight-line basis over the period of the subscription.

Entrance fee

Entrance fee is recognised on a straight-line basis over the membership tenure period in which the entrance fee is paid. Non-refundable upfront entrance fee is deferred and presented in balance sheet as deferred membership income.

Transfer fee

Transfer fee is recognised upon transfer of membership.

Management fee

Management fee is recognised as and when services are provided.

2.18 Taxes

(a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in the statement of comprehensive income except to the extent that the tax relates to items recognised outside the statement of comprehensive income, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

(b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.18 Taxes (cont'd)

(b) *Deferred tax (cont'd)*

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

(c) *Sales tax*

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

2.19 *Share capital and share issuance expenses*

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

2.20 *Leases*

As lessee

Capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term.

Notes to the Financial Statements

For the financial year ended 31 December 2018

2. Summary of significant accounting policies (cont'd)

2.21 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

3. Significant accounting judgements and estimates

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

3.1 Judgements made in applying accounting policies

Management is of the opinion that there are no critical judgements (other than those involving estimates) that have a significant effect on the amounts recognised in the financial statements.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a) *Provision for expected credit losses of trade receivables*

The Group uses a provision matrix to calculate expected credit losses ("ECLs") for trade receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust historical credit loss experience with forward-looking information. At every reporting date, historical default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and of forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future. The information about the ECLs and the carrying amount of the Group's trade receivables is disclosed in Note 14 to the financial statements.

Notes to the Financial Statements

For the financial year ended 31 December 2018

3. Significant accounting judgements and estimates (cont'd)

3.2 Key sources of estimation uncertainty (cont'd)

(b) Revaluation of leasehold land and building

On adoption of SFRS(I), the Group has elected to measure its leasehold and building at the date of transition, 1 January 2017, at fair value and use that fair value as deemed cost at that date. The Group engaged a real estate valuation expert to assess fair value as at 1 January 2017 and 31 December 2017. The fair value of leasehold land and building is determined by the independent real estate valuation expert using a recognised valuation technique. This technique comprises discounted cash flow analysis approach. The key assumptions used to determine the fair value are provided in Note 27.

The carrying amounts of the leasehold land and building as at 1 January 2017 and 31 December 2017 are disclosed in Note 10 to the financial statements.

4. Revenue

Disaggregation of revenue

	Group	
	2018 \$'000	2017 \$'000
Primary geographical market		
Singapore	33,008	32,786
Major service lines		
Sales of goods and services	19,881	19,144
Membership related fees and management fees	13,127	13,642
	<u>33,008</u>	<u>32,786</u>
Timing of transfer of services		
At a point in time	19,368	18,690
Over time	13,640	14,096
	<u>33,008</u>	<u>32,786</u>

5. Other income

	Group	
	2018 \$'000	2017 \$'000
Bad debts recovered	886	716
Interest income	449	342
Income on insurance claims	346	–
Others	115	113
	<u>1,796</u>	<u>1,171</u>

Notes to the Financial Statements

For the financial year ended 31 December 2018

6. Salaries and other employee benefits

	Group	
	2018 \$'000	2017 \$'000
Wages, salaries and bonuses	8,648	7,928
Contributions to defined contribution plan	894	870
Other short-term benefits	1,280	1,177
	<u>10,822</u>	<u>9,975</u>

Share Option Scheme

Under the Share Option Scheme 2011 ("SOS 2011"), the Company may grant options to employees of the Group and directors of the Company. The options granted are exercisable after the expiration of the first and second anniversaries of the date the options are granted. There are no cash settlement alternatives. These options do not entitle the holder to participate, by virtue of the options, in any share issue of any other corporation.

The SOS 2011 is effective from 29 April 2011 for a maximum period of 10 years.

No options were granted in the financial year ended 31 December 2018 and 2017. There were no options outstanding at 31 December 2018 and 31 December 2017.

7. Profit before taxation

Profit before taxation is stated after charging/(crediting) the following:

	Group	
	2018 \$'000	2017 \$'000
Operating lease expenses	1,499	1,540
Professional fees and insurance fees	846	690
Foreign exchange (gain)/loss	(78)	293
Security services	260	246
Printing and stationery expenses	205	243
Fees paid/payable to auditor of the Company		
- Audit fees	123	105
- Non-audit fees	40	27
Travelling expenses	172	84

Notes to the Financial Statements

For the financial year ended 31 December 2018

8. Income tax expense

Major components of income tax expense

The major components of income tax expense for the years ended 31 December 2018 and 2017 are:

	Group	
	2018	2017
	\$'000	\$'000
Consolidated statement of comprehensive income:		
Current income tax		
- Current year	651	713
- Over provision in respect of previous years	(9)	(14)
	642	699
Deferred income tax		
- Current year (Note 12)	503	352
	1,145	1,051

Relationship between income tax expense and profit before taxation

A reconciliation between income tax expense and the product of accounting profit multiplied by the applicable corporate tax rate for the years ended 31 December 2018 and 2017 is as follows:

	Group	
	2018	2017
	\$'000	\$'000
Profit before taxation	6,756	7,750
Tax at the domestic rates applicable to profits in the countries where the Group operates	1,115	1,309
Adjustments:		
Non-deductible expenses	236	341
Income not subject to taxation	(165)	(122)
Tax losses not available to be carried forward	90	37
Effect of partial tax exemption and tax relief	(122)	(457)
Over provision in respect of previous years	(9)	(14)
Others	-	(43)
	1,145	1,051

The above reconciliation is prepared by aggregating separate reconciliations for each national jurisdiction.

Tax consequences of proposed dividends

There are no income tax consequences (2017: nil) attached to the dividends to the shareholders proposed by the Company but not recognised as a liability in the financial statements (Note 26).

Notes to the Financial Statements

For the financial year ended 31 December 2018

9. Earnings per share

Basic earnings per share are calculated by dividing profit, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share are calculated by dividing profit, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

The following table reflects the profit and share data used in the computation of basic and diluted earnings per share for the years ended 31 December:

	Group	
	2018	2017
Profit, net of tax, attributable to owners of the Company used in the computation of basic and diluted earnings per share (\$'000)	5,802	6,750
Weighted average number of ordinary shares for basic and diluted earnings per share computation ('000)	86,461	86,461
Basic and diluted earnings per share (cents)	6.71	7.81

The diluted earnings per share are the same as the basic earnings per share as the Company does not have any dilutive potential ordinary shares for the financial years ended 31 December 2018 and 31 December 2017.

Notes to the Financial Statements

For the financial year ended 31 December 2018

10. Property, plant and equipment

Group Cost	Leasehold land \$'000	Leasehold building \$'000	Renovations \$'000	Furniture and fittings \$'000	Office and operating equipment \$'000	Motor vehicles \$'000	Pontoons and fixtures \$'000	Computers equipment \$'000	Other equipment \$'000	Construction in progress \$'000	Total \$'000
Balance as at 1 January 2017 (FRS Framework)	14,209	38,345	2,321	2,645	2,160	476	14,397	2,273	836	-	77,662
Cumulative effects of adopting SFRS()	16,482	25,328	-	-	-	-	-	-	-	-	41,810
Balance as at 1 January 2017 (SFRS()) Framework)	30,691	63,673	2,321	2,645	2,160	476	14,397	2,273	836	-	119,472
Additions	-	-	407	97	137	8	-	428	132	502	1,711
Disposals	-	-	-	(23)	(62)	(5)	(1)	(66)	(6)	-	(163)
Effects of adopting SFRS()	1,785	1,071	-	-	-	-	-	-	-	-	2,856
Balance as at 31 December 2017 and 1 January 2018	32,476	64,744	2,728	2,719	2,235	479	14,396	2,635	962	502	123,876
Additions	-	-	629	62	161	261	84	145	450	970	2,762
Disposals	-	-	-	(28)	(26)	(60)	-	(70)	(5)	-	(189)
Balance as at 31 December 2018	32,476	64,744	3,357	2,753	2,370	680	14,480	2,710	1,407	1,472	126,449

Notes to the Financial Statements

For the financial year ended 31 December 2018

10. Property, plant and equipment (cont'd)

Group	Leasehold land \$'000	Leasehold building \$'000	Renovations \$'000	Furniture and fittings \$'000	Office and operating equipment \$'000	Motor vehicles \$'000	Pontoons and fixtures \$'000	Computers equipment \$'000	Other equipment \$'000	Construction in progress \$'000	Total \$'000
Accumulated depreciation and impairment loss											
Balance as at 1 January 2017 (FRS Framework)	10,852	29,339	685	2,375	1,875	445	12,654	1,912	702	-	60,839
Cumulative effects of adopting SFRS(I)	(5,791)	(15,875)	-	-	-	-	-	-	-	-	(21,666)
Balance as at 1 January 2017 (SFRS(I) Framework)	5,061	13,464	685	2,375	1,875	445	12,654	1,912	702	-	39,173
Charge for the year (FRS Framework)	187	520	326	69	124	19	336	201	53	-	1,835
Effects of adopting SFRS(I)	1,237	2,289	-	-	-	-	-	-	-	-	3,526
Charge for the year (SFRS(I) Framework)	1,424	2,809	326	69	124	19	336	201	53	-	5,361
Disposals	-	-	-	(18)	(55)	(5)	(1)	(65)	(2)	-	(146)
Balance as at 31 December 2017 and 1 January 2018	6,485	16,273	1,011	2,426	1,944	459	12,989	2,048	753	-	44,388
Charge for the year	1,531	2,872	380	76	140	34	302	208	97	-	5,640
Disposals	-	-	-	(19)	(24)	(60)	-	(69)	(5)	-	(177)
Balance as at 31 December 2018	8,016	19,145	1,391	2,483	2,060	433	13,291	2,187	845	-	49,851
Net carrying amount											
Balance as at 1 January 2017	25,630	50,209	1,636	270	285	31	1,743	361	134	-	80,299
Balance as at 31 December 2017	25,991	48,471	1,717	293	291	20	1,407	587	209	502	79,488
Balance as at 31 December 2018	24,460	45,599	1,966	270	310	247	1,189	523	562	1,472	76,598

Notes to the Financial Statements

For the financial year ended 31 December 2018

10. Property, plant and equipment (cont'd)

Appropriateness of the carrying amount of property, plant and equipment

In 2017, the recoverable amount of property, plant and equipment has been determined based on a value in use calculation using the cash flow projections from financial budgets approved by management. The pre-tax discount rate applied to the cash flow projections and the forecasted long term growth rates used to extrapolate cash flow projections were 10.0% and 0.7% respectively.

Key assumptions used in the value in use calculations:

The calculations of value in use are most sensitive to the following assumptions:

Budgeted gross margins – Gross margins are based on past performance and expectation of market developments.

Growth rates – The forecasted growth rates are based on forecast included in industry reports and do not exceed the long-term average growth rate for the industries relevant to the Group.

Pre-tax discount rates – Discount rates represent the current market assessment of the risks specific to the Group.

The estimated recoverable value of property, plant and equipment closely approximates the carrying amount of property, plant and equipment as at 31 December 2017.

Revaluation of leasehold land and building

The Group engaged Cushman & Wakefield VHS Pte Ltd, an independent valuer to determine the fair value of the leasehold land and building. The date of the revaluation was 1 January 2017 and 31 December 2017. Details of valuation techniques and inputs used are disclosed in Note 27.

If the leasehold land and building were measured using the cost model, the carrying amounts would be as follows:

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Leasehold land:			
- Cost	14,209	14,209	14,209
- Accumulated depreciation and impairment	(11,228)	(11,039)	(10,852)
	2,981	3,170	3,357
Building:			
- Cost	38,345	38,345	38,345
- Accumulated depreciation and impairment	(30,379)	(29,859)	(29,339)
	7,966	8,486	9,006
- Net carrying amount	10,947	11,656	12,363

Notes to the Financial Statements

For the financial year ended 31 December 2018

10. Property, plant and equipment (cont'd)

	Furniture and fittings \$'000	Office equipment \$'000	Computer \$'000	Total \$'000
Company				
Cost:				
Balance as at 1 January 2017, 31 December 2017 and 1 January 2018	3	18	50	71
Write-off	(3)	(18)	(50)	(71)
Balance as at 31 December 2018	–	–	–	–
Accumulated depreciation:				
Balance as at 1 January 2017, 31 December 2017 and 1 January 2018	3	18	50	71
Write-off	(3)	(18)	(50)	(71)
Balance as at 31 December 2018	–	–	–	–
Net carrying value:				
Balance as at 1 January 2017	–	–	–	–
Balance as at 31 December 2017	–	–	–	–
Balance as at 31 December 2018	–	–	–	–

11. Investments in subsidiaries

(a) Unquoted equity shares

	31.12.2018 \$'000	Company 31.12.2017 \$'000	1.1.2017 \$'000
Unquoted equity shares, at cost	17,593	17,415	28,475
Impairment losses	–	–	(11,060)
	17,593	17,415	17,415

The movements in allowance for impairment loss on Investments in subsidiaries during the financial year are as follows:

	2018 \$'000	2017 \$'000
Balance as at 1 January	–	11,060
Reversal due to striking off of a subsidiary (Note 11b)	–	(11,060)
Balance as at 31 December	–	–

Notes to the Financial Statements

For the financial year ended 31 December 2018

11. Investments in subsidiaries (cont'd)

(b) Composition of the Group

The Group has the following Investments in subsidiaries:

Name (Country of incorporation and place of business)	Principal activities	Proportion (%) of ownership interest			Cost of investment		
		31.12.2018	31.12.2017	1.1.2017	31.12.2018 \$'000	31.12.2017 \$'000	1.1.2017 \$'000
Held by SUTL Enterprise Limited							
SUTL Marina Development Pte. Ltd. ⁽¹⁾ (Singapore)	Operating and maintaining a marina and its annexes ("One°15 Marina Club")	100	100	100	17,328	17,328	17,328
ONE15 Luxury Yachting Pte. Ltd. ⁽¹⁾ (Singapore)	Yacht chartering	100	100	100	87	87	87
ONE15 Marina Holdings Pte. Ltd. ⁽¹⁾ (Singapore)	Investment holding	100	100	100	#	#	#
Achieva Investments Pte Ltd (Singapore)	Investment holding	-	-	100	-	-	11,060
ONE15 Management and Technical Services Pte. Ltd. ⁽¹⁾ (Singapore)	Provision of business and management consultancy services and provision of management and technical services for marina activities	100	-	-	178	-	-
					17,593	17,415	28,475

Amount is less than \$1,000.

Notes to the Financial Statements

For the financial year ended 31 December 2018

11. Investments in subsidiaries (cont'd)

(b) Composition of the Group (cont'd)

Name (Country of incorporation and place of business)	Principal activities	Proportion (%) of ownership interest		
		31.12.2018	31.12.2017	1.1.2017
Held through SUTL Marina Development Pte. Ltd.				
ONE15 Management and Technical Services Pte. Ltd. ⁽¹⁾ (Singapore)	Provision of business and management consultancy services and provision of management and technical services for marina activities	–	100	100
Held through ONE15 Marina Holdings Pte. Ltd.				
Sarandra Malaysia Sdn Bhd ⁽²⁾ (Malaysia)	Investment holding	60	60	–
SUTL Marina Holdings Sdn Bhd ⁽²⁾ (Malaysia)	Investment holding	100	100	–
One15 Events Management Pte. Ltd. ⁽³⁾	Event and concert organiser	100	–	–
Held through Sarandra Malaysia Sdn Bhd				
One15 Marina Development Bhd ⁽²⁾ (Malaysia)	Construct, develop and manage a marina, marina club, hotel, recreation centre and other facilities	60	60	–
Held through Achieva Investments Pte Ltd				
Achieva Philippines Pte. Ltd. (Singapore)	Investment holding	–	–	100

⁽¹⁾ Audited by Ernst & Young LLP, Singapore

⁽²⁾ Audited by member firms of Ernst & Young Global in Malaysia

⁽³⁾ Not due for audit in the year of incorporation

Notes to the Financial Statements

For the financial year ended 31 December 2018

11. Investments in subsidiaries (cont'd)

(i) *Transfer of equity interests in a subsidiary*

On 26 February 2018, SUTL Marina Development Pte. Ltd. transferred its entire shareholding of 100,000 issued and fully paid ordinary shares in the capital of its wholly-owned subsidiary One15 Management and Technical Services Pte. Ltd. ("MTS") to the Company at a consideration of \$177,839, representing the net assets of MTS as at 31 December 2016. Consequently, MTS became a wholly-owned subsidiary of the Company on this date.

(ii) *Incorporation of a subsidiary*

The Company's wholly-owned subsidiary, One15 Marina Holdings Pte. Ltd. incorporated a wholly-owned subsidiary, One15 Events Management Pte. Ltd., in Singapore. The cost of investment was \$100. The intended principal activity is that of event and concert organiser.

(iii) *Struck-off of subsidiaries*

The Company's wholly-owned subsidiaries, Achieva Investments Pte Ltd and Achieva Philippines Pte. Ltd., were struck off the Register of Companies pursuant to the Singapore Companies Act, Chapter 50 with effect from 9 March 2017. The value of assets and liabilities of the subsidiaries recorded in the consolidated financial statements as at 9 March 2017 was \$nil and there was no cash flow effect on the strike off.

(c) *Interest in subsidiaries with material non-controlling interest ("NCI")*

As at 31 December 2018, the Group has the following subsidiaries that have NCI that are material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by NCI	Loss allocated to NCI during the reporting period \$'000	Other comprehensive income allocated to NCI during the reporting period \$'000	Accumulated NCI at the end of the reporting period \$'000
31 December 2018:					
Sarandra Malaysia Sdn Bhd and its subsidiary	Malaysia	40%	(191)	4	524
31 December 2017:					
Sarandra Malaysia Sdn Bhd and its subsidiary	Malaysia	40%	(51)	12	711

As at 1 January 2017, the Group had no subsidiaries with material NCI.

Significant restrictions:

There was no significant restriction on the Group's ability to use or access assets and settle liabilities of subsidiaries with material non-controlling interests.

Notes to the Financial Statements

For the financial year ended 31 December 2018

11. Investments in subsidiaries (cont'd)

(d) Summarised financial information about subsidiaries with material NCI

Summarised financial information including consolidation adjustments but before intercompany elimination of subsidiaries with material non-controlling interests are as follows:

Summarised balance sheets

	Sarandra Malaysia Sdn Bhd and its subsidiary	
	31.12.2018	31.12.2017
	\$'000	\$'000
Current assets	413	1,697
Current liabilities	(142)	#
Net current assets	271	1,697
Non-current assets	2,682	80
Net assets	2,953	1,777

Summarised statements of comprehensive income

	Sarandra Malaysia Sdn Bhd and its subsidiary	
	2018	2017
	\$'000	\$'000
Revenue	-	-
Loss for the year	(477)	(128)
Other comprehensive income for the year	9	30
Total comprehensive income for the year	(468)	(98)

Other summarised information

	Sarandra Malaysia Sdn Bhd and its subsidiary	
	2018	2017
	\$'000	\$'000
Net cash flows (used in)/from operations	(346)	-
Net cash flows from financing activities	-	1,777
Net cash flows used in investing activities	(956)	(80)

Amount is less than \$1,000.

Notes to the Financial Statements

For the financial year ended 31 December 2018

12. Deferred tax assets/(liabilities)

Deferred tax as at 31 December relates to the following:

	Group	
	2018	2017
	\$'000	(Restated) \$'000
Deferred tax assets/(liabilities):		
Balance as at 1 January	(516)	321
Charge to the statement of comprehensive income	(503)	(352)
Effects of adopting SFRS(I)	–	(485)
Balance as at 31 December	<u>(1,019)</u>	<u>(516)</u>

Deferred tax as at 31 December relates to the following:

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	(Restated) \$'000	(Restated) \$'000
Deferred tax assets:			
Deferred membership income	10,220	11,372	12,505
Others	95	69	–
	<u>10,315</u>	<u>11,441</u>	<u>12,505</u>
Deferred tax liabilities:			
Property, plant and equipment	(11,334)	(11,957)	(12,172)
Others	–	–	(12)
	<u>(11,334)</u>	<u>(11,957)</u>	<u>(12,184)</u>
Deferred tax (liabilities)/assets, net	<u>(1,019)</u>	<u>(516)</u>	<u>321</u>

13. Inventories

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Balance sheet:			
Food and beverage	112	153	171
Sundry stores and others	36	27	21
	<u>148</u>	<u>180</u>	<u>192</u>

	Group	
	2018	2017
	\$'000	\$'000
Statement of comprehensive income:		
Inventories recognised as an expense in cost of sales	<u>2,485</u>	<u>2,679</u>

Notes to the Financial Statements

For the financial year ended 31 December 2018

14. Trade and other receivables

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Trade receivables	3,408	5,438	5,568	–	–	–
Less: Allowance for doubtful receivables	(928)	(2,792)	(2,804)	–	–	–
	2,480	2,646	2,764	–	–	–
Refundable deposits	237	220	208	12	7	7
Other receivables	3,801	4,341	5,219	824	562	498
Less: Allowance for doubtful receivables	(2,849)	(3,646)	(4,708)	–	–	–
	952	695	511	824	562	498
	3,669	3,561	3,483	836	569	505

Trade receivables

Trade receivables mainly relate to receivables in respect of subscription fees and marina operations and management. These are non-interest bearing and are normally settled on 30 to 90 days' term. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables that are past due but not impaired

The Group has trade receivables amounting to \$1,020,000 (31 December 2017: \$979,000; 1 January 2017: \$1,018,000) that are past due at the end of the reporting period but not impaired. These receivables are unsecured and the analysis of their aging at the end of the reporting period is as follows:

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Trade receivables past due but not impaired:			
1 to 30 days	421	408	484
30 to 90 days	153	209	209
More than 90 days	446	362	325
	1,020	979	1,018

Notes to the Financial Statements

For the financial year ended 31 December 2018

14. Trade and other receivables (cont'd)

Trade receivables (cont'd)

Trade receivables that are impaired

The Group's trade receivables that are impaired at the end of the reporting period and the movement in allowance for expected credit losses of trade receivables computed based on lifetime ECL are as follows:

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Trade receivables – nominal amounts	1,089	2,842	2,804
Less: Allowance for doubtful trade receivables	(928)	(2,792)	(2,804)
	161	50	–

	Group	
	2018	2017
	\$'000	\$'000
Movement in allowance accounts:		
Balance as at 1 January	2,792	2,804
(Credit)/charge to the statement of comprehensive income	(34)	44
Written off against allowance	(1,830)	(56)
Balance as at 31 December	928	2,792

Other receivables

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Debt reassigned	755	428	447	755	528	447
Interest receivable on fixed deposits	69	34	51	69	34	51
Others	128	233	13	–	–	–
	952	695	511	824	562	498

During the year ended 31 December 2014, in connection with the disposal of non-controlling interest in a subsidiary, the Company entered into a reassignment agreement with a subsidiary to reassign trade debts owing by a customer in the Philippines to the Company and reclassified as Other Receivables. Accordingly, the allowance for doubtful trade receivables had also been reassigned to the Company.

Notes to the Financial Statements

For the financial year ended 31 December 2018

14. Trade and other receivables (cont'd)

Other receivables (cont'd)

Other receivables that are impaired

The Group's other receivables that are impaired at the end of the reporting period and the movement of the allowance accounts used to record the impairment are as follows:

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Other receivables – nominal amounts	3,504	3,974	5,055
Less: Allowance for doubtful receivables	(2,849)	(3,646)	(4,708)
	655	328	347

	Group	
	2018	2017
	\$'000	\$'000
Movement in allowance accounts:		
Balance as at 1 January	3,646	4,708
Write-off against allowance	(874)	(709)
Currency realignment	77	(353)
Balance as at 31 December	2,849	3,646

Trade and other receivables denominated in foreign currency other than functional currencies of the Group companies as at 31 December are as follows:

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
United States dollars	683	522	458	655	328	347

15. Amounts due from/(to) related companies

Amounts due from/(to) related companies are non-trade in nature, unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

16. Amounts due from subsidiaries

Amounts due from subsidiaries are non-trade in nature, unsecured, non-interest bearing, repayable on demand and are to be settled in cash.

Notes to the Financial Statements

For the financial year ended 31 December 2018

17. Cash and cash equivalents

Cash and cash equivalents comprise the following at the end of the reporting period:

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Fixed deposits	30,742	27,815	34,080	30,542	27,815	34,080
Cash at bank and on hand	14,663	17,317	7,189	3,813	8,954	2,894
Cash and cash equivalents	45,405	45,132	41,269	34,355	36,769	36,974

Fixed deposits of the Group and the Company at the end of the reporting period have an average tenure of 3 months (31 December 2017: 3 months; 1 January 2017: 3 months) and 3 months (31 December 2017: 3 months; 1 January 2017: 3 months) respectively. The effective interest rates of fixed deposits of the Group and the Company are 1.1% (31 December 2017: 1.2%; 1 January 2017: 1.3%) and 1.1% (31 December 2017: 1.2%; 1 January 2017: 1.3%) per annum respectively.

Cash and cash equivalents denominated in foreign currency other than functional currencies of the Group companies as at 31 December are as follows:

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
United States dollars	1,891	3,837	3,581	1,891	3,724	3,453

18. Trade and other payables

	Group			Company		
	31.12.2018	31.12.2017	1.1.2017	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Trade payables	245	594	53	-	-	-
Deposits	1,866	1,835	1,927	-	-	-
Accrued operating expenses	1,097	1,279	1,062	354	389	381
Accrued staff costs	1,291	1,004	936	-	-	-
Deferred revenue	698	699	477	-	-	-
Advanced subscription fees	418	441	524	-	-	-
Other payables	303	417	484	-	-	-
Advances from customers	269	174	160	-	-	-
GST payable	281	318	295	-	-	-
	6,468	6,761	5,918	354	389	381

Trade payables/other payables

These amounts are non-interest bearing and are normally settled on 60 days' terms.

19. Loan from a subsidiary

Loan due from a subsidiary is non-trade in nature, unsecured, non-interest bearing, repayable on demand and is to be settled in cash.

Notes to the Financial Statements

For the financial year ended 31 December 2018

20. Deferred membership income

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Deferred membership income:			
- Non-current	56,313	62,979	69,474
- Current	3,802	3,914	4,087
	60,115	66,893	73,561

21. Share capital

	Group			
	2018		2017	
	No. of shares '000	\$'000	No. of shares '000	\$'000
Issued and fully paid ordinary shares				
Balance as at beginning and end of the year	86,461	46,780	86,461	46,780

	Company			
	2018		2017	
	No. of shares '000	\$'000	No. of shares '000	\$'000
Issued and fully paid ordinary shares				
Balance as at beginning and end of the year	86,461	40,810	86,461	40,810

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

22. Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

Notes to the Financial Statements

For the financial year ended 31 December 2018

23. Related party transactions

(a) *Sale and purchases of goods and services*

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group and related parties took place on terms agreed between the parties during the financial year:

	Group	
	2018	2017
	\$'000	\$'000
Sale of goods and services to directors and director-related companies	411	298
Purchase of goods and services from director-related companies	(315)	(294)
Payment on behalf by director-related companies	284	156
Payment on behalf for director-related company	(56)	(17)

(b) *Compensation of key management personnel*

	Group	
	2018	2017
	\$'000	\$'000
Salaries, bonuses and other costs	890	806
Directors' fee	272	265
Employer's contribution to defined contribution plans	54	51
	<u>1,216</u>	<u>1,122</u>
<i>Comprise amounts paid to:</i>		
Directors of the Company	489	467
Other key management personnel	727	655
	<u>1,216</u>	<u>1,122</u>

Notes to the Financial Statements

For the financial year ended 31 December 2018

24. Service commitments

The Group has entered into commercial contracts for the provision of services. These contracts have an average tenure of between one and five years with renewal options included in the contracts. There are no restrictions placed upon the Group by entering into these commercial contracts. Minimum payments recognised as an expense in the statement of comprehensive income for the financial year ended 31 December 2018 amounted to \$1,499,000 (2017: \$1,540,000).

Future minimum payments payable under non-cancellable commercial contracts at the end of reporting period are as follows:

	Group		
	31.12.2018	31.12.2017	1.1.2017
	\$'000	\$'000	\$'000
Not later than one year	1,203	1,180	1,348
Later than one year but not later than five years	689	504	677
	<u>1,892</u>	<u>1,684</u>	<u>2,025</u>

25. Segment information

No operating segment is presented as the Group has only one reportable segment, which is marina operations. As most of the Group's revenue and assets are in Singapore, no reporting by geographical location of operations is presented.

26. Dividends on ordinary shares

	Group and Company	
	2018	2017
	\$'000	\$'000
Declared and paid during the financial year:		
<i>Dividends on ordinary shares:</i>		
Final exempt (one-tier) dividend for 2017: \$0.02 (2016: \$0.02) per share	<u>1,729</u>	<u>1,729</u>
Proposed but not recognised as a liability as at 31 December:		
<i>Dividends on ordinary shares, subject to shareholders' approval at the AGM:</i>		
Final exempt (one-tier) dividend for 2018: \$0.02 (2017: \$0.02) per share	<u>1,729</u>	<u>1,729</u>

Notes to the Financial Statements

For the financial year ended 31 December 2018

27. Financial instruments

(a) Classification of financial instruments

Group	31.12.2018 SFRS(I) 9		31.12.2017 FRS 39		1.1.2017 FRS 39	
	Debts instruments at amortised cost	Financial liabilities at amortised cost	Loans and receivables at amortised cost	Financial liabilities at amortised cost	Loans and receivables at amortised cost	Financial liabilities at amortised cost
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets						
Trade and other receivables	3,669	–	3,561	–	3,483	–
Amounts due from related companies	92	–	58	–	159	–
Cash and cash equivalents	45,405	–	45,132	–	41,269	–
Financial liabilities						
Trade and other payables (excluding advance subscription fee, deferred revenue, advances from customers and GST payable)	–	4,802	–	5,129	–	4,462
Amount due to related companies	–	8	–	32	–	–
	49,166	4,810	48,751	5,161	44,911	4,462

Notes to the Financial Statements

For the financial year ended 31 December 2018

27. Financial instruments (cont'd)

(a) Classification of financial instruments (cont'd)

Company	31.12.2018		31.12.2017		1.1.2017	
	SFRS(I) 9		FRS 39		FRS 39	
	Debts instruments at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Loans and receivables at amortised cost \$'000	Financial liabilities at amortised cost \$'000	Loans and receivables at amortised cost \$'000	Financial liabilities at amortised cost \$'000
Financial assets						
Trade and other receivables	836	–	569	–	505	–
Amounts due from subsidiaries	7,974	–	1,800	–	249	–
Cash and cash equivalents	34,355	–	36,769	–	36,974	–
Financial liabilities						
Accrued operating expenses	–	354	–	389	–	381
Loan from a subsidiary	–	2,501	–	3,500	–	6,000
	43,165	2,855	39,138	3,889	37,728	6,381

(b) Fair value of financial instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged or settled between knowledgeable and willing parties in an arm's length transaction, other than in a forced or liquidation sale.

The Group and the Company do not have assets or liabilities that are measured at fair value on recurring or non-recurring basis in the balance sheet after initial recognition.

Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

Level 1 – Quoted prices (unadjusted) in active market for identical assets or liabilities that the Group can access at the measurement date,

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and

Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

Notes to the Financial Statements

For the financial year ended 31 December 2018

27. Financial instruments (cont'd)

(b) Fair value of financial instruments (cont'd)

Assets and liabilities measured at fair value

The following table shows an analysis of each class of assets and liabilities measured at fair value at 1 January 2017:

	Group			
	Fair value measurements at 1 January 2017 using			
	Quoted prices in active markets for identical instruments (Level 1)	Significant observable inputs other than quoted prices (Level 2)	Significant un-observable inputs (Level 3)	Total
	\$'000	\$'000	\$'000	\$'000
Assets measured at fair value				
Non-financial assets:				
<u>Property, plant and equipment</u>				
Leasehold land	–	–	25,630	25,630
Leasehold building	–	–	50,209	50,209
Non-financial assets as at 1 January 2017	–	–	75,839	75,839

Notes to the Financial Statements

For the financial year ended 31 December 2018

27. Financial instruments (cont'd)

(b) Fair value of financial instruments (cont'd)

(i) Information about significant unobservable inputs used in Level 3 fair value measurements

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value at 1 January 2017 \$'000	Valuation technique	Significant unobservable inputs	Range (weighted average)
Property, plant and equipment				
Leasehold land and building	80,300	Discounted cash flow	Average Room Rate Growth Forecast	1.5% for Year 1; 2.5% for Year 2; followed by 3.0% per annum throughout the cash flow period.
			Revenue growth rate	Average of 3.5% per annum
			Average Room rate	\$238, excluding service charges, in the first year of the cash flow period.
			Occupancy rate	88% per annum
			Annual Membership Subscription Revenue Growth Forecast	0% to 1.5%
			Food and beverage and other revenue Growth Forecast	1.5% to 2.5%
			Inflation	1.5% to 3.0%
			Capital Expenditure	1% of gross revenue
			Discount Rate	8%

Notes to the Financial Statements

For the financial year ended 31 December 2018

27. Financial instruments (cont'd)

(b) Fair value of financial instruments (cont'd)

(ii) Valuation policies and procedures

The Financial Controller oversees the Group's financial reporting valuation process and is responsible for setting and documenting the Group's valuation policies and procedures.

For all significant financial reporting valuations using valuation models and significant unobservable inputs, it is the Group's policy to engage external valuation experts who possess the relevant credentials and knowledge on the subject of valuation, valuation methodologies and SFRS(I) 13 fair value measurement guidance to perform the valuation.

For valuations performed by external valuation experts, the appropriateness of the valuation methodologies and assumptions adopted are reviewed along with the appropriateness and reliability of the inputs (including those developed internally by the Group) used in the valuations.

In selecting the appropriate valuation models and inputs to be adopted for each valuation that uses significant non-observable inputs, external valuation experts are requested to calibrate the valuation models and inputs to actual market transactions (which may include transactions entered into by the Group with third parties as appropriate) that are relevant to the valuation if such information are reasonably available.

Assets and liabilities classes that are not carried at fair value and whose carrying amounts approximate fair values

Trade and other receivables (Note 14), amounts due from related companies (Note 15), amounts due from subsidiaries (Note 16), cash and cash equivalents (Note 17), trade and other payables (Note 18), amounts due to related companies (Note 15), loan from a subsidiary (Note 19)

The carrying amounts of financial assets and liabilities are reasonable approximations of fair values due to their short-term nature.

28. Financial risk management objectives and policies

The Group is exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk, liquidity risk and foreign currency risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the management. It is, and has been throughout the current and previous financial year, the Group's policy that no trading in derivatives for speculative purposes shall be undertaken.

The following sections provide details regarding the Group's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) Credit risk

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations. The Group's and the Company's exposure to credit risk arises primarily from trade and other receivables. For other financial assets (including cash and cash equivalents), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

28. Financial risk management objectives and policies (cont'd)

(a) Credit risk (cont'd)

The Group has put in place internal mechanisms to monitor the granting of credit and management of credit exposures which ensure that the sales of products and services are made to creditworthy members and customers.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The Group has determined the default event on a financial asset to be when the counterparty has shown strong evidences of inability to make contractual payments, which are derived based on the Group's historical information.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at reporting date with the risk of default as at the date of initial recognition. The Group considers available reasonable and supportive forwarding-looking information which includes the following indicators:

- Internal credit rating;
- External credit rating;
- Actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the borrower;
- Significant increases in credit risk on other financial instruments of the same borrower;
- Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements; and
- Significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 60 days past due in making contractual payment.

The Group determined that its financial assets are credit-impaired when:

- There is significant repayment difficulty of the issuer or the borrower;
- A breach of contract, such as a default or past due event;
- It is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; and
- There is a disappearance of an active market for that financial asset because of financial difficulty.

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans and receivables have been written off, the company continues to engage enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in the statement of comprehensive income.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by the carrying amount of each class of financial assets recognised in balance sheets.

Credit risk concentration

The Group has no significant concentration of credit risk with any single member.

Notes to the Financial Statements

For the financial year ended 31 December 2018

28. Financial risk management objectives and policies (cont'd)

(a) **Credit risk (cont'd)**

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and cash equivalents that are neither past due nor impaired are placed with reputable financial institutions.

Financial assets that are either past due or impaired

Other financial assets that are either past due or impaired are disclosed in Note 14 (Trade and other receivables).

(b) **Liquidity risk**

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group and the Company monitor their liquidity risks and maintain a level of cash and cash equivalents deemed adequate by management to finance the Group's and the Company's operations and to mitigate the effects of fluctuations in cash flows.

All the financial liabilities of the Group and the Company are due within a year and approximate the contractual undiscounted repayment obligations of the Group and the Company.

(c) **Foreign currency risk**

The Group and the Company also has trade and other receivables and cash and cash equivalents denominated in currency other than the respective functional currencies of Group entities, primarily United States Dollar ("USD").

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before taxation to a reasonably possible change in the USD exchange rates against the respective functional currency of the Group entities, with all other variables held constant.

	Group	
	Increase/(decrease)	
	Profit before taxation	
	2018	2017
	\$'000	\$'000
USD/SGD - strengthened 10% (2017: 10%)	257	436
- weakened 10% (2017:10%)	(257)	(436)

Notes to the Financial Statements

For the financial year ended 31 December 2018

29. Capital management

The primary objective of the Group's capital management is to ensure that it maintains sufficient cash in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the years ended 31 December 2018 and 31 December 2017.

The Group monitors capital using a gearing ratio, which is net debt divided by the sum of capital and net debt. Net debt includes trade and other payables, amounts due to related companies less cash and cash equivalents. Capital refers to equity attributable to owners of the Company.

As at 31 December 2018 and 31 December 2017, the Group is in a net cash position.

30. Authorisation of financial statements for issue

The financial statements for the year ended 31 December 2018 were authorised for issue in accordance with a resolution of the directors on 22 March 2019.

Statistics of Shareholdings

As at 18 March 2019

Class of shares	:	Ordinary shares
Voting rights	:	One vote per ordinary share
Number of treasury shares	:	Nil (0%)
Number of subsidiary holdings	:	Nil (0%)

(as defined in the SGX-ST Listing Manual)

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS		NO. OF SHARES	
		%		%
1 - 99	11	0.38	421	0.00
100 - 1,000	1,227	42.89	591,526	0.68
1,001 - 10,000	1,261	44.08	5,480,070	6.34
10,001 - 1,000,000	353	12.34	17,686,341	20.46
1,000,001 AND ABOVE	9	0.31	62,702,244	72.52
TOTAL	2,861	100.00	86,460,602	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	SUTL GLOBAL PTE LTD	47,389,942	54.81
2	HSBC (SINGAPORE) NOMINEES PTE LTD	3,936,600	4.55
3	DBS NOMINEES (PRIVATE) LIMITED	2,411,041	2.79
4	PHILLIP SECURITIES PTE LTD	2,282,975	2.64
5	OCBC SECURITIES PRIVATE LIMITED	1,825,921	2.11
6	HONG LEONG FINANCE NOMINEES PTE LTD	1,337,300	1.55
7	GOH GUAN SIONG (WU YUANXIANG)	1,255,500	1.45
8	MAYBANK KIM ENG SECURITIES PTE. LTD.	1,218,665	1.41
9	CITIBANK NOMINEES SINGAPORE PTE LTD	1,044,300	1.21
10	RAFFLES NOMINEES (PTE.) LIMITED	866,900	1.00
11	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	845,000	0.98
12	CHAI CHEE KENG	555,000	0.64
13	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	505,500	0.58
14	RAMESH S/O PRITAMDAS CHANDIRAMANI	502,200	0.58
15	HO CHOON KENG	498,300	0.58
16	LO JU JIE	458,981	0.53
17	YU MAN-LI	418,000	0.48
18	DBS VICKERS SECURITIES (SINGAPORE) PTE LTD	359,200	0.42
19	YEO WEI HUANG	305,000	0.35
20	TAN SOO GUAN	285,100	0.33
	TOTAL	68,301,425	78.99

Statistics of Shareholdings

As at 18 March 2019

SUBSTANTIAL SHAREHOLDERS

No	Name	Beneficial interest		Deemed interest No.	
		No. of shares	%	of shares	%
1.	SUTL Global Pte. Ltd.	47,389,942	54.81	–	–
2.	Tay Teng Guan Arthur ^(a)	0	0	47,389,942	54.81

(a) The deemed interest of Tay Teng Guan Arthur arises by virtue of his direct interest of approximately 51% in the issued and paid up capital of SUTL Global Pte. Ltd.

PERCENTAGE OF SHAREHOLDING IN PUBLIC HANDS

45.19% of the total number of issued ordinary shares capital of the Company is held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of SGX-ST.

Notice of Annual General Meeting

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

Notice is hereby given that the Twenty-Fifth Annual General Meeting of SUTL Enterprise Limited will be held at Constellation 1, ONE°15 Marina Sentosa Cove, #01-01, 11 Cove Drive, Sentosa Cove, Singapore 098497, on 25 April 2019 at 2:30 p.m. for the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2018 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a first and final 1-tier tax exempt dividend at 2 cents per ordinary share for the year ended 31 December 2018. **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$272,199 for the year ended 31 December 2018. **(Resolution 3)**
4. To re-elect Mr. Tay Teng Guan Arthur as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 4)**
5. To re-elect Mr. Tay Teng Hock as Director retiring under Article 104 of the Articles of Association of the Company. **(Resolution 5)**
6. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following Resolutions with or without any modification as Ordinary Resolutions:
 - (a) "That pursuant to and subject to Section 161 of the Companies Act, Cap. 50 and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares in the capital of the Company and convertible securities that might or would require new shares in the capital of the Company to be issued including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares (whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority which would or might require shares or convertible securities to be issued during the continuance of this authority or thereafter) at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit (notwithstanding that such issue of shares pursuant to the offer, agreement or option or the conversion of the convertible securities may occur after the expiration of the authority contained in this Resolution), provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed fifty per cent. (50%) of the total number of issued shares of the Company excluding any treasury shares and subsidiary holdings ("Issued Shares"), and provided further that where shareholders of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed twenty per cent. (20%) of the Issued Shares, and for the purpose of this Resolution, the percentage of Issued Shares shall be based on the Company's issued share capital at the time this Resolution is passed (after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the Listing Manual of the SGX-ST and (c) any subsequent bonus issue, consolidation or subdivision of shares), and unless revoked or varied by ordinary shareholders of the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, and in this Resolution, "subsidiary holdings" has the meaning given to it in the Listing Manual of the SGX-ST." **(Resolution 7)**

Notice of Annual General Meeting

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

- (b) “That authority be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Share Option Scheme 2011 (the “Option Scheme”) approved by Shareholders in general meeting on 29 April 2011 as may be amended from time to time, and pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Option Scheme (notwithstanding that such allotment and issue may occur after the conclusion of the next or any ensuing Annual General Meeting of the Company), provided always that the aggregate number of shares to be issued pursuant to the Option Scheme, when added to (a) the aggregate number of shares issued or issuable in respect of any other share based schemes of the Company (if any) and (b) the number of treasury shares delivered in respect of the options granted under all the other share-based incentive schemes of the Company (if any), shall not exceed fifteen per cent. (15%) of the issued shares (excluding treasury shares and subsidiary holdings) of the Company, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.”

(Resolution 8)

- (c) “That the Directors be and are hereby authorised to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of ordinary shares representing up to ten per cent. (10%) of the total number of issued ordinary shares in the capital of the Company (excluding any ordinary shares held as treasury shares or which comprise subsidiary holdings) as at the date of this Resolution, unless the Company has effected a reduction of the share capital of the Company in which event the number of issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company as altered (excluding any ordinary shares held as treasury shares or which comprise subsidiary holdings), at the price of up to but not exceeding the Maximum Price (as defined in the Company’s Addendum to Shareholders dated 10th April 2019 (being an addendum to the Annual Report of the Company for the financial year ended 31 December 2018) (the “Addendum”)), in accordance with the “Guidelines on Share Purchases” set out in the Appendix on pages 30 to 32 of the Addendum, and this mandate shall commence from the date of passing of this Resolution and expire at the earliest of (a) the date on which the next Annual General Meeting of the Company is or is required by law to be held, whichever is the earlier; (b) the date on which the purchases or acquisitions of shares pursuant to the Share Purchase Mandate are carried out to the full extent authorised under the Share Purchase Mandate; or (c) the effective date on which the authority conferred in the Share Purchase Mandate is varied (as to the duration of the Share Purchase Mandate) or revoked by the Shareholders in general meeting, and in this Resolution, “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST.”

(Resolution 9)

- (d) “That

- (i) approval be and is hereby given for the Company and its subsidiaries or any of them to enter into any of the transactions falling within the categories of interested person transactions described in the Addendum with any party who is of the class or classes of interested persons described in the Addendum, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for review and administration of the interested person transactions as described in the Addendum (the “IPT Mandate”);
- (ii) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;
- (iii) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (iv) authority be and is hereby given to the directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient, necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.”

(Resolution 10)

Notice of Annual General Meeting

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

(e) “That

(i) the proposed grant of Options to Mr. Tay Teng Guan, Arthur, the Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, pursuant to and in accordance with the rules of the Option Scheme, be and is hereby approved, and the Directors and each of them be and are hereby authorised to allot and issue from time to time Shares upon the exercise of such Options:

- (1) Date of Grant: Any time within three (3) months from the date of the Twenty-Fifth AGM;
- (2) Number of Shares: 250,000 Shares (comprising approximately 0.29% of the total number of issued Shares and approximately 2.50% of the aggregate number of Shares available under the Option Scheme as at the Latest Practicable Date);
- (3) Exercise Price per Share: Market Price (To give an indication, the Market Price of the Shares on the Latest Practicable Date is S\$0.60);
- (4) Vesting Period: Fifty per cent. (50%) of the Shares comprised in the Options will vest on the first anniversary of the Date of Grant, and the balance of the Shares comprised in the Options will vest on the second anniversary of the Date of Grant; and
- (5) Exercise Period: The Options in respect of: (i) Fifty per cent. (50%) of the Shares comprised in the Options will be exercisable after the first anniversary of the Date of Grant; and (ii) the balance of the Shares comprised in the Options will be exercisable after the second anniversary of the Date of Grant, provided always that the Options shall be exercised before the tenth (10th) anniversary of the Date of Grant; and

(ii) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution, and in this Resolution, “Controlling Shareholder”, “Shares”, “Options”, “Date of Grant”, “Exercise Price”, “Exercise Period”, “Twenty-Fifth AGM”, “Latest Practicable Date”, and “Market Price” shall have the same meanings ascribed to them in the Addendum. **(Resolution 11)**

(f) “That

(i) the proposed grant of Options to Mr. Tay Teng Hock, a Non-Executive Director and an Associate of a Controlling Shareholder of the Company, pursuant to and in accordance with the rules of the Option Scheme, be and is hereby approved, and the Directors and each of them be and are hereby authorised to allot and issue from time to time Shares upon the exercise of such Options:

- (1) Date of Grant: Any time within three (3) months from the date of the Twenty-Fifth AGM;
- (2) Number of Shares: 100,000 Shares (comprising approximately 0.12% of the total number of issued Shares and approximately 1.00% of the aggregate number of Shares available under the Option Scheme as at the Latest Practicable Date);
- (3) Exercise Price per Share: Market Price (To give an indication, the Market Price of the Shares on the Latest Practicable Date is S\$0.60);
- (4) Vesting Period: Fifty per cent. (50%) of the Shares comprised in the Options will vest on the first anniversary of the Date of Grant, and the balance of the Shares comprised in the Options will vest on the second anniversary of the Date of Grant; and
- (5) Exercise Period: The Options in respect of: (i) Fifty per cent. (50%) of the Shares comprised in the Options will be exercisable after the first anniversary of the Date of Grant; and (ii) the balance of the Shares comprised in the Options will be exercisable after the second anniversary of the Date of Grant, provided always that the Options shall be exercised before the fifth (5th) anniversary of the Date of Grant; and

Notice of Annual General Meeting

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

- (ii) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required as they or he may consider expedient or necessary or in the interests of the Company to give effect to this Resolution, and in this Resolution, “Associate”, “Controlling Shareholder”, “Shares”, “Options”, “Date of Grant”, “Exercise Price”, “Exercise Period”, “Twenty-Fifth AGM”, “Latest Practicable Date”, and “Market Price” shall have the same meanings ascribed to them in the Addendum. **(Resolution 12)**

8. Any other ordinary business, which may be transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Adrian Chan Pengee
Company Secretary
10th April 2019

NOTES:

1. (a) A member of the Company who is not a relevant intermediary entitled to attend and vote at the above Meeting may appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the above Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member (which number and class of shares shall be specified). In such an event, such member shall submit a list of its proxies together with the information required in this proxy form to the Company.

“Relevant Intermediary” means:

- (I) a banking corporation licensed under the Banking Act of Singapore (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (II) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act of Singapore (Cap. 289), and who holds shares in that capacity; or
- (III) the Central Provident Fund Board established by the Central Provident Fund Act of Singapore (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time appointed for holding the Meeting.
4. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
5. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on this instrument appointing a proxy or proxies. In addition, in the case of members whose shares are deposited with The Central Depository (Pte) Limited (“CDP”), the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the meeting as certified by CDP to the Company.

Notice of Annual General Meeting

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

EXPLANATORY NOTES:

Resolution 3

Resolution 3 above is to seek approval for the payment of S\$272,199 as Directors' Fees to the Independent Directors as well as the other Directors on the board for the financial year ended 31 December 2018. The Directors' Fees for the financial year ended 31 December 2017 was S\$264,605 for the Independent Directors as well as the other Directors on the board.

Resolution 4

Mr. Tay Teng Guan Arthur, Executive Director and Chief Executive Officer of the Company, if re-elected, will also remain as member of the Nominating Committee. Please refer to page 10 of the Company's Annual Report for the financial year ended 31 December 2018 for more information.

Resolution 5

Mr. Tay Teng Hock, if re-elected, will remain a Non-Executive Director of the Company. Please refer to page 11 of the Company's Annual Report for the financial year ended 31 December 2018 for more information.

Resolution 7

Resolution 7 above, if passed, empowers the Directors, from the date of the above Meeting until the next Annual General Meeting, to allot and issue shares and convertible securities of the Company, without seeking any further approval from Shareholders in general meeting but within the limitation imposed by the Resolution.

Resolution 8

Resolution 8 above, if passed, empowers the Directors to offer and grant options and to issue shares in connection with the Option Scheme. This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier. This authority is in addition to the general authority to issue shares sought under Resolution 7.

Resolution 9

Resolution 9 above, if passed, empowers the Directors of the Company to make purchases (whether by way of market purchases or off-market purchases on an equal access scheme) from time to time of up to ten per cent. (10%) of the total number of issued ordinary shares in the capital of the Company (excluding any ordinary shares held as treasury shares or which comprise subsidiary holdings) as at the date of the Resolution, unless the Company has effected a reduction of the share capital of the Company in which event the issued ordinary shares of the Company shall be taken to be the number of the issued ordinary shares of the Company as altered (excluding any ordinary shares held as treasury shares or which comprise subsidiary holdings), at a price up to but not exceeding the Maximum Price (as defined in the Addendum) (the "Share Purchase Mandate").

Please refer to the Addendum for the rationale for the Share Purchase Mandate, the source of funds to be used for the Share Purchase Mandate (including the amount of financing), the impact of the Share Purchase Mandate on the Company's financial position, the implications arising as a result of the Share Purchase Mandate under the Singapore Code on Take-overs and Mergers and on the listing of the Company's Shares on the SGX-ST, the number of Shares purchased by the Company in the previous twelve (12) months, as well as whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

Resolution 10

Resolution 10, if passed, will renew the IPT Mandate first given by the Shareholders at the Company's Extraordinary General Meeting held on 29 April 2011 to allow the Company, and its subsidiaries and associated companies or any of them to enter into Interested Person Transactions (details of which are set out in the Addendum).

The Company's Audit Committee has confirmed (pursuant to Rule 920(1) of the Listing Manual of the SGX-ST) that the methods or review procedures set out in the Addendum for determining the transaction prices in respect of the interested person transactions have not changed since the Shareholders' approval at the previous Annual General Meeting held on 26 April 2018.

Resolution 11

Resolution 11, if passed, will approve the grant of Options to Mr. Tay Teng Guan, Arthur, the Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, on the terms and subject to the conditions set out in the Resolution and the Addendum. Please refer to the Addendum for more details.

Notice of Annual General Meeting

(Company No: 199307251M)
(Incorporated in the Republic of Singapore)

Resolution 12

Resolution 12, if passed, will approve the grant of Options to Mr. Tay Teng Hock, a Non-Executive Director and an Associate of a Controlling Shareholder of the Company, on the terms and subject to the conditions set out in the Resolution and the Addendum. Please refer to the Addendum for more details.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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SUTL ENTERPRISE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199307251M)

IMPORTANT

- For investors who have used their CPF monies to buy SUTL Enterprise Limited shares, this Annual Report is sent to them at the request of their CPF Approved Nominees. **FOR INFORMATION ONLY.**
- This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

PROXY FORM

Annual General Meeting

I/We _____ (Name)

of _____ (Address)

being a *Member / Members of SUTL Enterprise Limited (the “Company”) hereby appoint:-

Name	Address	NRIC/Passport Number	Proportion of Shareholding (if more than one (1) proxy is appointed)	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholding (if more than one (1) proxy is appointed)	
			No. of Shares	%

or failing *him/them the Chairman of the Annual General Meeting as *my/our proxy/proxies to attend and vote for *me/us on *my/our behalf at the Twenty-Fifth Annual General Meeting of the Company to be held at Constellation 1, ONE^o15 Marina Sentosa Cove, #01-01, 11 Cove Drive, Sentosa Cove, Singapore 098497, on 25 April 2019 at 2:30 p.m. and at any adjournment thereof.

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the Resolutions as set out in the Notice of Annual General Meeting. In the absence of specific directions, the *proxy/proxies may vote or abstain as *he/they may think fit on any matter arising at the Annual General Meeting.)

No.	Resolution	For*	Against*
1	Adoption of Directors’ Statement and Audited Financial Statements and Auditors’ Report		
2	To declare a final dividend at 2 cents per ordinary share for the year ended 31 December 2018		
3	Approval of Directors’ fees		
4	Re-election of Director – Mr. Tay Teng Guan Arthur		
5	Re-election of Director – Mr. Tay Teng Hock		
6	Re-appointment of auditors		
7	Authority to issue and allot shares pursuant to Section 161 of the Companies Act, Cap. 50		
8	Authority to offer and grant options, and issue shares, in accordance with the Share Option Scheme 2011		
9	Authority to purchase shares pursuant to the Share Purchase Mandate		
10	Authority to enter into interested person transactions pursuant to the Interested Person Transactions Mandate		
11	To approve the proposed grant of options under the Share Option Scheme 2011 in respect of 250,000 shares to Mr Tay Teng Guan Arthur, a Controlling Shareholder of the Company		
12	To approve the proposed grant of options under the Share Option Scheme 2011 in respect of 100,000 shares to Mr Tay Teng Hock, an Associate of a Controlling Shareholder of the Company		

Dated this _____ day of _____ 2019.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

* delete as appropriate.



Notes:-

1. (a) A member of the Company who is not a relevant intermediary entitled to attend and vote at the above Meeting may appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the above Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member (which number and class of Shares shall be specified). In such an event, such member shall submit a list of its proxies together with the information required in this proxy form to the Company.

“Relevant Intermediary” means:

- (I) a banking corporation licensed under the Banking Act of Singapore (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (II) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act of Singapore (Cap. 289), and who holds shares in that capacity; or
 - (III) the Central Provident Fund Board established by the Central Provident Fund Act of Singapore (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. This instrument appointing a proxy or proxies must be signed by the appointor or his/her duly authorised attorney. Where this instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
 3. A Member which is a body corporate may also appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act, Cap. 50, to attend and vote for and on behalf of such body corporate.
 4. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy or proxies will be deemed to relate to all the shares held by you.
 5. This instrument appointing a proxy or proxies, duly executed, must be deposited at the Registered Office of the Company at #05-00, 100J Pasir Panjang Road, SUTL House, Singapore 118525 at least forty-eight (48) hours before the time fixed for holding the meeting.
 6. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

General

The Company shall be entitled to reject this instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on this instrument appointing a proxy or proxies. In addition, in the case of Members whose shares are deposited with The Central Depository (Pte) Limited (“CDP”), the Company may reject any instrument appointing a proxy or proxies lodged if such Members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the meeting as certified by CDP to the Company.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.



Brooklyn, USA

Phuket, Thailand
Puteri Harbour,
Malaysia

Nirup Island,
Indonesia

Jakarta, Indonesia

Suzhou, China
Guishan, China
Zhongshan, China
Sentosa Cove, Singapore

Building a Global ONE°15 Network

Map is not drawn to scale



Indonesia Navy Club managed by ONE°15



ONE°15 Marina Brooklyn, USA



ONE°15 Marina Logan Cove Zhongshan, China



ONE°15 Marina Guishan, China



ONE°15 Marina Suzhou, China

SUTL 
Enterprise Limited

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